

Computer And Technologies Holdings Limited

科聯系統集團有限公司

(Stock Code 股份代號: 00046)

To build a better world  
with **information technology**



**2016**  
Interim Report

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# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

Ng Cheung Shing (*Chairman*)  
Cheung Wai Lam (*Chief Executive Officer*)  
Leung King San, Sunny  
Ng Kwok Keung

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Ha Shu Tong  
Lee Kwok On, Matthew  
Ting Leung Huel, Stephen

### COMPANY SECRETARY

Ng Kwok Keung

### AUDITORS

Ernst & Young  
Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road Central  
Central  
Hong Kong

### REGISTRATION OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 執行董事

吳長勝(主席)  
張偉霖(行政總裁)  
梁景新  
吳國強

### 獨立非執行董事

夏樹棠  
李國安  
丁良輝

### 公司秘書

吳國強

### 核數師

安永會計師事務所  
執業會計師  
香港  
中環  
添美道1號  
中信大廈22樓

### 主要往來銀行

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香港  
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皇后大道中1號

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

Corporate Information (continued)  
公司資料(續)

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

Level 10, Cyberport 2,  
100 Cyberport Road,  
Hong Kong

**總辦事處及主要營業地點**

香港  
數碼港道100號  
數碼港2座10樓

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**主要股份過戶登記處**

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**股份過戶登記處香港分處**

卓佳登捷時有限公司  
香港  
皇后大道東183號  
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# Chairman's Statement

## 主席報告

Dear Shareholders,

### OVERVIEW

On behalf of the board of directors (the "Board") of Computer And Technologies Holdings Limited (the "Company"), I am pleased to present the unaudited interim results of the Company and its subsidiaries (collectively the "Group") for the six-month ended 30 June 2016.

The Group's overall revenue grew by HK\$13.9 million, or 13.0% to HK\$120.6 million (2015: HK\$106.8 million). Overall gross profit rose by HK\$11.6 million, or 20.1% to HK\$69.5 million (2015: HK\$57.9 million) and the gross profit margin also improved to 57.6% (2015: 54.2%).

Nevertheless, the Group recorded some setback in other non-operating incomes during the reporting period. In particular, the interest income decreased by HK\$2.6 million, or 51.4% to HK\$2.4 million (2015: HK\$5.0 million) and the valuation gain on investment properties dropped by HK\$1.7 million, or 77.3% to HK\$0.5 million (2015: HK\$2.2 million). In addition, the Group accelerated its investment in research and development ("R&D") of its software products and incurred additional costs of approximately HK\$3.0 million during the reporting period.

As a net result of the abovementioned, the Group recorded a slight decrease of 2.8% in consolidated net profit attributable to shareholders to HK\$22.6 million (2015: HK\$23.3 million). The basic earnings per share was 9.36 HK cents (2015: 9.64 HK cents) or a decrease of 2.9% compared with same period last year.

Despite over HK\$74.0 million cash outflow used in acquisitions during the reporting period, the Group's liquidity position remained strong. In view of the sustained healthy financial position and the improving business trend, the Board recommended the distribution of an interim dividend of HK7 cents (2015: HK7 cents) per ordinary share.

### BUSINESS REVIEW

#### Application Software

Leveraging on the strong existing customer base with recurring maintenance income and the business expansion through acquisition, the Application Software<sup>(1)</sup> business continued its growth momentum and reported solid performances in first half of 2016.

各位股東：

### 回顧

本人謹代表科聯系統集團有限公司(「本公司」)董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零一六年六月三十日止六個月之未經審核中期業績。

本集團整體收入增長1,390萬港元或13.0%至1.206億港元(二零一五年：1.068億港元)。整體毛利上升1,160萬港元或20.1%至6,950萬港元(二零一五年：5,790萬港元)，而毛利率亦上升至57.6%(二零一五年：54.2%)。

然而，本集團於報告期間之其他非營運收入錄得跌幅。特別是，利息收入下跌260萬港元或51.4%至240萬港元(二零一五年：500萬港元)及投資物業重估收益下調170萬港元或77.3%至50萬港元(二零一五年：220萬港元)。此外，本集團亦於報告期間額外增加約300萬港元以加快其於研究及開發(「研發」)軟件產品之投資。

基於上述各項因素，本集團錄得股東應佔綜合純利微跌2.8%至2,260萬港元(二零一五年：2,330萬港元)。每股基本盈利為9.36港仙(二零一五年：9.64港仙)或相較去年同期下降2.9%。

儘管於報告期間用於收購事項逾7,400萬港元，惟本集團仍維持強勁流動之資金狀況。鑒於財務狀況持續穩健，且業務趨向改善，董事會建議分派中期股息每股7港仙(二零一五年：7港仙)。

### 業務回顧

#### 應用軟件

憑藉強大之現有客戶基礎及經常性維護收入，再加上透過收購事項拓展業務，應用軟件<sup>(1)</sup>業務之增長動力持續，並於二零一六年上半年錄得穩健表現。



## BUSINESS REVIEW (CONTINUED)

### Application Software (continued)

As reported in 2015 annual results, the Group had completed the acquisition of Platinum China Limited and its wholly-owned subsidiary (collectively "Platinum") in January 2016. Coupling with the Group's existing business in the Human Resources Management Software ("HRMS"), the acquisition had further enhanced the Group's market position and enlarged its customer base in the industry. The acquisition had boosted up both the revenue and profit of the Group's HRMS business and strengthened the Group's market presence in Mainland China. In April this year, Platinum was awarded "The Customer Satisfaction Award for Human Resource ("HR") Service in Greater China"<sup>[2]</sup> to recognize its outstanding services for HR customers in Greater China region.

The revenue and profit contributions from the Group's Enterprise Information Management Software ("EIMS"), Enterprise Procurement Management Software ("EPMS") and Enterprise Retail Management Software ("ERMS") were stably maintained. Even though the ERMS business was impacted by the downturn of the retail market, it still managed to achieve growth in maintenance income and gained new customers.

On the other hand, the management is delighted to see the investments in R&D were well progressed and seeing efforts being materialized. During the period under review, the Group had launched its first version of workflow platform and various enhancements to its existing software products. For instance, the Group launched a new industry specific version of its EIMS suite – VitalDoc AEC Edition. This new suite is furnished with customized functions that cater for the compliance procedures for the Architecture, Engineering and Construction ("AEC") industries and featured with a centralized platform to process all kinds of project-related documents. The Group had also launched its new version of ERMS product with enhanced front end interfaces and support for mobile functions. The enhanced mobile features, such as stock enquiry and queue bursting functions, are targeted to improve efficiency of the retailers' shop floor operation and enhance in-store experience of their respective customers.

Apart from the sales of on-premise software, the Group has also been developing business on Software as a Services ("SaaS") over cloud platform. In particular, the Group's EPMS business is progressively generating incremental revenue in such area. During the reporting period, the Group successfully provided a cloud service platform based on its EPMS product to the Urban Renewal Authority ("URA") for their launch of the "Smart Tender" Building Rehabilitation Facilitating Services "Pilot Scheme" ("Smart Tender Pilot Scheme"). The Group's proven software and service empowered URA to swiftly launch a trust-worthy electronic tendering platform that assist building owners to select contractor in an open, unbiased and competitive environment. Besides the commercial consideration, the management also considers this as another example of how the Group would work toward its vision in building a better world with Information Technology.

### 業務回顧(續)

#### 應用軟件(續)

誠如二零一五年全年業績所呈報，本集團已於二零一六年一月完成收購Platinum China Limited及其全資附屬公司(統稱「鉑金」)。連同本集團於人力資源管理軟件(「人力資源管理軟件」)之現有業務，該收購事項已進一步加強本集團之市場地位並擴大其於業界內之客戶基礎。該收購事項亦促進本集團人力資源管理軟件業務之收入及溢利，並加強本集團於中國內地之市場地位。於今年四月，鉑金榮獲「大中華區人力資源(「人力資源」)服務機構客戶滿意度大獎」<sup>[2]</sup>，以表彰其於大中華區為人力資源機構客戶服務之傑出表現。

本集團企業資訊管理軟件(「企業資訊管理軟件」)、企業採購管理軟件(「企業採購管理軟件」)及企業零售管理軟件(「零售管理軟件」)之收入及溢利貢獻維持穩定。儘管企業零售管理軟件業務受零售市道低迷所影響，惟其維護收入亦有所提升及能成功招攬新客戶。

另一方面，管理層亦樂見我們於研發之投資正向前邁進及逐步實現。於回顧期間，本集團已推出其工作流程平台之首個版本及其現有軟件產品之各項加強版。例如，本集團就其企業資訊管理軟件套裝推出全新行業特別版本－VitalDoc AEC版本。此新套裝以符合建築、工程及建造(「AEC」)行業之合規程序度身訂製，並提供集中式平台，以處理所有類型之項目相關文件。本集團亦已推出企業零售管理軟件產品之新版本，該版本具備經改良之前端界面及流動支援。經改良之流動功能，例如存貨查詢及降低輪候時間之功能，將能改善零售商之鋪面營運效率，並加強相關客戶於店內之服務體驗。

除出售系統內置軟件外，本集團亦一直於雲端平台開發軟件即服務(「SaaS」)業務。尤其，本集團之企業採購管理軟件業務正逐步於上述範疇開發更多收入。於報告期間，本集團基於其企業採購管理軟件產品，成功向市區重建局(「市建局」)提供雲端服務平台，以支援其推出「招標妥」樓宇復修促進服務「先導計劃」(「招標妥先導計劃」)。本集團之優良軟件及服務令市建局得以迅速推出值得信賴之電子招標平台，協助業主於公開、公正及具競爭性之環境選擇承建商。除商業因素外，管理層亦認為此舉為本集團邁向目標之另一實例，藉此構建更美好之資訊科技世界。

## BUSINESS REVIEW (CONTINUED)

### Solutions and Integration Services

Due to the absence of income from material hardware sales order in the reporting period, the revenue of Solutions and Integration Services<sup>(3)</sup> business dropped by around 15%. Despite the drop in revenue, the business still achieved a steady growth in its operating profit by 8.3% through effective management across its business units and continued collaboration with its customers.

During the reporting period, the Group's Solutions Services business won a number of new service contracts from various departments of the HKSAR Government and commercial enterprises. The Group has also successfully completed its first 10-year maintenance contract to support the Customer Care and Billing System ("CCBS") for the Water Supplies Department of the Government of HKSAR in June 2016 and move into the second 10-year maintenance support service. The management believes that CCBS and the other long term contracts on hand will continue to provide solid foundation to the business and is optimistic about its long-term business prospects.

Moreover, the Group had recruited additional resources to strengthen its software development and implementation teams in order to expand its service coverage in Macau and Mainland China.

### e-Service and related business

The revenue and profit contributions from the e-Service and related business<sup>(1)</sup> decreased moderately during the reporting period.

Although the Group's GETS<sup>(4)</sup> business continued to face intensive competition from other service providers, the Group still managed to keep its market share and established new partnership with a local sea transport and logistics association to widen its service coverage.

While the demand for the Group's BPO<sup>(5)</sup> service dropped moderately in first half of 2016, the management is actively exploring new business opportunities through collaboration with other business units of the Group in order to enlarge the revenue base of BPO related services.

### Investments

The Group's investments segment recorded a segment result of HK\$2.6 million (2015: HK\$4.5 million). The decrease was mainly caused by the drop in fair value gain of the investment properties held.

## 業務回顧(續)

### 解決方案及集成服務

由於報告期間缺乏由大額硬件銷售訂單產生之收入，解決方案及集成服務<sup>(3)</sup>業務之收入減少約15%。儘管表現回落，惟該業務仍透過有效管理其業務團隊及與客戶保持合作，其經營溢利仍可達至8.3%之穩定增長。

於報告期間，本集團之解決方案服務業務投得香港特別行政區政府多個部門及商業機構之多項新服務合約。本集團亦已於二零一六年六月完成其首十年支援香港特別行政區政府水務署之客戶服務及收費系統(「客戶服務及收費系統」)之維護合約，並開展第二個十年之維護支援服務。管理層相信，客戶服務及收費系統及其他現有長期合約將繼續為業務提供穩定基礎，對其長遠業務前景感到樂觀。

此外，本集團已投放額外資源，鞏固其軟件開發及實施工作團隊，以準備進一步於澳門及中國內地拓展服務。

### 電子服務及相關業務

電子服務及相關業務<sup>(1)</sup>之收入及溢利貢獻於報告期間錄得溫和跌幅。

儘管本集團之GETS<sup>(4)</sup>業務持續面對其他服務供應商之激烈競爭，惟該業務仍致力維持其市場份額，並與一間本地海運及物流協會建立全新夥伴關係，以繼續拓展其服務覆蓋範圍。

儘管本集團之業務流程外判服務<sup>(5)</sup>需求於二零一六年上半年錄得跌幅，惟管理層正積極發掘新業務，包括加強與本集團之其他業務團隊合作，以擴大其業務流程外判相關服務之收入基礎。

### 投資

本集團投資分部錄得分部溢利260萬港元(二零一五年：450萬港元)，分部業績下跌乃主要由於所持投資物業公平值收益減少所致。

## PROSPECT

Looking ahead to the second half of 2016, the uncertainties looming over the global and Mainland China economies will continue to present challenges to the Group. Nonetheless, the Group's solid customer base and long term service contracts on hand will continue to generate stable revenue for the Group. Coupling with the Group's solid financial position and experience in managing software and IT services businesses, the Group will continue to look for acquisition opportunities in order to expand its software and services portfolio and business coverage.

### Footnotes:

- [1] The Group's Application Services business engages in the provision of application software and e-business services for enterprises including (i) the provision of enterprise application software with implementation and ongoing support services for Human Resource Management, Enterprise Procurement Management, Enterprise Information Management and Enterprise Retail Management (collectively the "Application Software"); and (ii) the Government Electronic Trading Services ("GETS"), cloud services, business process outsourcing ("BPO") services and other related value added services (collectively the "e-Service and related business").
- [2] The award was presented in the event "Best HR Service Providers in Greater China 2015-2016" in Shanghai organized by the Human Capital Management magazine.
- [3] The Group's Solutions and Integration Services business includes (i) Development Services for the provision of IT solutions implementation and application software development; (ii) Managed Services for the provision of IT and related operation/infrastructure outsourcing services; and (iii) Integration Services for the provision of IT systems and network infrastructure with related design, implementation and on-going support services.
- [4] Since 2004, the Group has been granted a license (the "GETS License") from the Government for the provision of front-end Government Electronic Trading Services for processing certain official trade-related documents. The Group's GETS License was renewed in 2009 for operation of additional seven years and further extended in 2016 for additional two years until the end of 2018.
- [5] The Group's BPO business comprises the provision of services for the operations and support of specific business functions or processes of customers.

## 前景

展望二零一六年下半年，籠罩全球各地及中國內地經濟之陰霾逐漸迫近，並將繼續對本集團構成挑戰。儘管如此，本集團之穩固客戶基礎及現有長期服務合約將繼續為本集團產生穩定收入。加上本集團的穩固財務狀況及於管理軟件及科技服務業務之豐富經驗，本集團將繼續於區內物色收購機會，以擴大其軟件及服務團隊以及業務覆蓋範圍。

### 註解：

- [1] 本集團之應用服務業務乃為企業提供應用軟件及電子商務服務，包括(i)提供有關人力資源管理、企業採購管理、企業資訊管理及企業零售管理(統稱「應用軟件」)之企業應用軟件之實施及持續支援服務；及(ii)政府電子貿易服務(「GETS」)、雲端服務、業務流程外判(「業務流程外判」)服務及其他相關增值服務(統稱「電子服務及相關業務」)。
- [2] 該獎項為人力資本管理雜誌於上海舉辦之「2015-2016大中華區最佳人力資源服務機構評選」所頒發。
- [3] 本集團之解決方案及集成服務業務包括(i)提供資訊科技解決方案實施及應用軟件開發之開發服務；(ii)提供資訊科技及相關營運／基礎設施外判服務之管理服務；及(iii)提供資訊科技系統及網絡基礎設施，輔以相關設計、實施及持續支援服務之集成服務。
- [4] 本集團自二零零四年起獲政府授出一項特許權(「GETS特許權」)，提供處理若干官方貿易相關文件之前端政府電子貿易服務。本集團之GETS特許權已於二零零九年獲續發，可額外營運七年，並於二零一六年另獲延續額外營運兩年直至二零一八年年終為止。
- [5] 本集團之業務流程外判業務包括為客戶提供特定業務性質或流程之運作及支援服務。



## FINANCIAL REVIEW

### Revenue and gross profit

The Group's turnover and gross profit for the reporting period increased by 13.0% to HK\$120.6 million (2015: HK\$106.8 million) and 20.1% to HK\$69.5 million (2015: HK\$57.9 million), respectively. The increase in revenue and gross profit was mainly due to the contribution from Platinum, the newly acquired HRMS business in early 2016 and, accordingly, the overall gross profit margin was also soared to 57.6% (2015: 54.2%).

### Non-operating incomes and gains, net (included other incomes and gains, net, foreign exchange differences, net and fair value gains/(losses), net)

Non-operating incomes and gains (included other incomes and gains, net, foreign exchange differences, net, and fair value gains/(losses), net) recorded a decrease of 58.4% to HK\$3.4 million (2015: HK\$8.3 million). The decrease was mainly due to a combination of the following factors.

#### Interest income

Bank interest income recorded a decrease of 51.4% to HK\$2.4 million (2015: HK\$5.0 million) in view of (i) the decrease in free cash available for deposit as several acquisition payments were made by internal resources; and (ii) the reduction in holding of Renminbi which generate higher interest yield comparing Hong Kong or United States dollars.

#### Foreign exchange differences, net

The foreign exchange loss was increased to HK\$0.5 million (2015: HK\$8,000) as Renminbi was depreciated during the reporting period.

#### Fair value gain on investment properties

The continuous appreciation in the investment properties held by the Group attributed to the fair value gain of HK\$0.5 million on the investment properties, however the gain was 77.3% or HK\$1.7 million lower compared with the same period last year.

#### Expenses

The Group's selling and distribution expenses and general and administrative expenses increased primarily due to the consolidation of the newly acquired HRMS business since January 2016.

The Group's other expenses represented amortisation of other intangible assets. The amortisation increased in line with the increase in other intangible assets recognised during the reporting period.

## 財務回顧

### 收入及毛利

本集團於報告期內之營業額及毛利分別上升13.0%至1.206億港元(二零一五年：1.068億港元)及20.1%至6,950萬港元(二零一五年：5,790萬港元)。收入及毛利增加主要由於鉑金(於二零一六年年初新收購之人力資源管理軟件業務)之貢獻所致。因此，整體毛利率亦增加至57.6%(二零一五年：54.2%)。

### 非營運收入及收益淨額(包括其他收入及收益淨額、匯兌差額淨額及公平值收益/(虧損)淨額)

非營運收入及收益(包括其他收入及收益淨額、匯兌差額淨額及公平值收益/(虧損)淨額)錄得下降58.4%至340萬港元(二零一五年：830萬港元)。此減少主要由於下列各項因素綜合所致。

#### 利息收入

鑒於(i)本集團於過去數年已透過內部資源作出若干收購事項，故可作為存款之流動現金有所減少；及(ii)減少持有較港元或美元高息之人民幣，因相關銀行利息收入錄得下降51.4%至240萬港元(二零一五年：500萬港元)。

#### 外匯差額淨額

由於人民幣於報告期內貶值，故外匯虧損增加至50萬港元(二零一五年：8,000港元)。

#### 投資物業公平值收益

本集團持有之投資物業持續升值，致使投資物業錄得公平值收益達50萬港元，然而，收益較去年同期減少77.3%或170萬港元。

#### 開支

本集團之銷售及分銷開支以及一般及行政開支有所上升，主要由於新收購之人力資源管理業務之開支自二零一六年一月開始合併入賬所致。

本集團之其他開支指其他無形資產攤銷。攤銷增加與於報告期間確認之其他無形資產增加一致。

## FINANCIAL REVIEW (CONTINUED)

### Income tax expense

Income tax expense increased by 6.6% to HK\$3.5 million during the period under review. The tax charge at the Group's effective tax rate was around 13.3% in 2016, comparing with 12.3% in 2015. The effective tax rate was lower than the Hong Kong statutory profits tax rate mainly because part of the income and gains, including dividend, bank interest income generated in Hong Kong and fair value gain arising from the revaluation of investment properties located in Hong Kong, were not subject to the Hong Kong profits tax.

### Net profit

Profit for the period attributable to shareholders decreased slightly to HK\$22.6 million (2015: HK\$23.3 million) while the net profit margin (profit for the period attributable to shareholders divided by revenue) dropped to 18.8% (2015: 21.8%). The drop was in line with the substantial decrease in non-operating incomes and gains, net.

### Non-Current Assets

The Group's non-current assets as at 30 June 2016 went up to HK\$271.4 million from HK\$128.9 million as at 31 December 2015. The change was mainly attributable to the recognition of goodwill and other intangible assets arising from the acquisition of Platinum in early 2016.

The Group reviewed and considered no impairment indication to the carrying value of goodwill during the period under review.

### Current Assets

The Group's current assets as at 30 June 2016 decreased to HK\$345.5 million from HK\$410.8 million as at 31 December 2015. The change represented the net results of (i) the decrease in cash and cash equivalents due to the distribution of 2015 final dividend and progress payments for the acquisitions of Sanyo Extended and Platinum; (ii) the increase in trade receivables due to a multi-million billing issued to a government department of HKSAR in late June for some ongoing maintenance services; (iii) the increase in amount due from contract customers due to progress development of some projects under Solutions Services business; and (iv) the increase in prepayments, deposits and other receivables due to consolidation of newly acquired HRMS business in 2016.

The Group maintains strict control over its outstanding trade receivables and considered that the trade receivables (net of impairment provision) were all recoverable in the foreseeable future.

## 財務回顧(續)

### 所得稅開支

於回顧期間，所得稅開支增加6.6%至350萬港元。二零一六年按本集團之實際稅率計算之稅項支出約為13.3%，而二零一五年則為12.3%。由於本集團毋須就部分收入及收益（包括於香港產生之股息、銀行利息收入及重估位於香港之投資物業所產生之公平值收益）繳納香港利得稅，故實際利率低於香港法定利得稅稅率。

### 純利

股東應佔期內溢利輕微減少至2,260萬港元（二零一五年：2,330萬港元），而純利率（股東應佔期內溢利除以收入）則下降至18.8%（二零一五年：21.8%）。有關下降由於非營運收入及收益淨額大幅減少所致。

### 非流動資產

於二零一六年六月三十日，本集團非流動資產由二零一五年十二月三十一日之1.289億港元上升至2.714億港元。該變動乃主要由於確認於二零一六年年初收購鉑金所獲得之商譽及其他無形資產所致。

本集團經檢閱及檢討後認為商譽賬面值於回顧期間並無減值跡象。

### 流動資產

於二零一六年六月三十日，本集團流動資產由二零一五年十二月三十一日之4.108億港元下降至3.455億港元。該變動為以下因素之淨影響(i)現金及等同現金減少，原因為派付二零一五年末期股息以及用於三洋拓展及鉑金之部分付款所致；(ii)應收貿易款項增加，原因為於六月底向香港特別行政區之一個政府部門發出數以百萬計之賬單以提供若干持續保養服務；(iii)應收合約客戶款項金額增加，原因為解決方案服務業務項下若干項目之進度發展所致；及(iv)預付款項、按金及其他應收款項增加，原因為將於二零一六年新收購之人力資源管理軟件業務合併入賬所致。

本集團對其未償還應收貿易賬款維持嚴格監控，並認為全部應收貿易賬款（扣除減值撥備）均可於可預見未來收回。

## FINANCIAL REVIEW (CONTINUED)

### Current Liabilities

The Group's current liabilities as at 30 June 2016 increased to HK\$165.4 million from HK\$108.2 million as at 31 December 2015. The increment was primarily related to (i) the increase in consideration payable for acquisition of subsidiaries; (ii) the increase in amount due to contract customers and deferred revenue as a result of the consolidation of newly acquired HRMS business in 2016.

### Segment Assets and Liabilities

Segment assets and segment liabilities of Applications Services business increased mainly due to the acquisition of Platinum in early 2016.

Segment assets of Solutions and Integration Services business increased in line with the increase in the trade receivables of Solutions Services business incurred by a billing issued to a government department of HKSAR as mentioned above.

Segment liabilities of Integration and Solutions Services business increased due to the recognition of deferred income arising from various maintenance services to be provided by the Solution Services business.

Segment assets of Investments business increased slightly due to the appreciation in value of investment properties held and investments held under available-for-sale investments and financial assets at fair value through profit or loss.

### Equity

Total equity as at 30 June 2016 slightly increased by 1.1% to HK\$433.3 million (31 December 2015: HK\$428.6 million). The change was mainly a result of the retention of the net profit earned in first half of 2016, partially offset by the reclassification of 2015 final dividend to current liability upon the approval of the dividend at the annual general meeting held in May 2016.

## TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

## 財務回顧(續)

### 流動負債

於二零一六年六月三十日，本集團流動負債由二零一五年十二月三十一日之1.082億港元增加至1.654億港元。該增幅主要與(i)收購附屬公司應付未付之代價增加所致；(ii)因將於二零一六年新收購之人力資源管理軟件業務之合併入賬，致使應付合約客戶款項及遞延收入有所增加。

### 分部資產及負債

主要由於二零一六年年初收購鉑金，應用服務業務之分部資產及分部負債亦相應有所增加。

解決方案及集成服務業務之分部資產增加，與如上述向香港特別行政區之一個政府部門發出賬單，令解決方案服務業務之應收貿易賬款增加一致。

由於確認解決方案服務業務將予提供多項保養服務所產生之遞延收入，集成及解決方案服務業務之分部負債亦相應增加。

投資業務之分部資產輕微上升，乃由於所持投資物業及按公平值經損益入賬之可供出售投資及財務資產項下所持有之投資升值所致。

### 權益

於二零一六年六月三十日，總權益輕微增加1.1%至4.333億港元(二零一五年十二月三十一日：4.286億港元)。該變動乃主要由於二零一六年上半年所賺取之純利獲得保留，惟股息於二零一六年五月舉行之股東週年大會上獲批准後，部分純利已被重新分類至流動負債之二零一五年末期股息所抵銷。

## 庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故在整個回顧期內維持健康的流動資金狀況，本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會緊密監察本集團的流動資金狀況，以確保本集團的資產、負債及其他承擔的流動資金結構可應付其不時的資金需求。

## PLEDGE OF ASSETS

As at 30 June 2016, the Group had pledged an investment property with a fair value of HK\$56.5 million (31 December 2015: HK\$56.0 million), listed debt and equity securities of HK\$12.4 million (31 December 2015: HK\$11.8 million) and bank balances of HK\$5.7 million (31 December 2015: HK\$11.2 million) to secure certain general bank facilities including guarantee/performance bonds facilities granted to the Group in aggregate of HK\$142.5 million (31 December 2015: HK\$131.0 million) of which HK\$23.2 million (31 December 2015: HK\$21.2 million) have been utilised as at 30 June 2016.

## FINANCIAL RESOURCES AND LIQUIDITY

As at 30 June 2016, the Group's bank balances and cash (excluded pledged bank deposit of HK\$5.7 million) was HK\$248.4 million (31 December 2015: HK\$332.1 million).

All of the Group's on hand fundings are in Hong Kong dollars, Renminbi and US dollars. The Group has not adopted any hedging policies, as these currencies carry relatively low exchange fluctuation risks. Nevertheless, the Group monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure to minimize exchange risk should the need arise.

As at 30 June 2016, the Group had no bank borrowings (31 December 2015: Nil). The Group's current ratio representing current assets divided by current liability was 2.1 (31 December 2015: 3.8) and the gearing ratio, representing total liabilities divided by total assets, was 29.8% (31 December 2015: 20.6%).

## REMUNERATION POLICY AND NUMBER OF EMPLOYEES

The Group remunerates its employees based on their performance, working experience and prevailing market conditions.

The remuneration policies adopted for the six months ended 30 June 2016 are consistent with those disclosed in the Group's 2015 Annual Report. As at 30 June 2016, the Group employed 342 full time employees and 6 contract-based employees (31 December 2015: 261 full time employees and 3 contract-based employees).

As at 30 June 2016, the Company operates a share option scheme and a share award scheme for the purpose of providing incentives and rewards to the employees who contribute to the success of the Group's operations.

## 資產抵押

於二零一六年六月三十日，本集團已抵押其公平值為5,650萬港元(二零一五年十二月三十一日：5,600萬港元)之投資物業、為數1,240萬港元之上市債務及股票證券(二零一五年十二月三十一日：1,180萬港元)及為數570萬港元(二零一五年十二月三十一日：1,120萬港元)之銀行存款，作為本集團獲授若干一般銀行融資，包括擔保／履約保證融資合共1.425億港元(二零一五年十二月三十一日：1.310億港元)之擔保，其中2,320萬港元(二零一五年十二月三十一日：2,120萬港元)已於二零一六年六月三十日動用。

## 財政資源及流動資金

於二零一六年六月三十日，本集團銀行結餘及現金(不包括已抵押銀行存款570萬港元)為2.484億港元(二零一五年十二月三十一日：3.321億港元)。

本集團全部手頭資金以港元、人民幣及美元為單位。由於此等貨幣之匯率波動風險相對甚低，故本集團並無採納任何對沖政策。然而，本集團一向密切監察外匯風險，並將考慮在需要時對沖重大外幣風險以減少匯兌損失。

於二零一六年六月三十日，本集團並無銀行借貸(二零一五年十二月三十一日：無)。本集團之流動比率(即流動資產除以流動負債)為2.1(二零一五年十二月三十一日：3.8)，以及資產負債比率(即負債總值除以資產總值)則為29.8%(二零一五年十二月三十一日：20.6%)。

## 薪酬政策及僱員數目

本集團按僱員表現、工作經驗及現行市況向彼等支付薪酬。

就截至二零一六年六月三十日止六個月採納之薪酬政策與本集團二零一五年年報所披露者一致。於二零一六年六月三十日，本集團僱用約342名全職僱員及6名合約僱員(二零一五年十二月三十一日：261名全職僱員及3名合約僱員)。

於二零一六年六月三十日，本公司已設立購股權計劃及股份獎勵計劃，藉此激勵及獎賞為本集團業務成功作出貢獻之僱員。



## SIGNIFICANT INVESTMENTS

Save as disclosed in the report, the Group has no significant investments held as at 30 June 2016.

## MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in note 19 to the financial statements regarding acquisitions of subsidiaries, the Group did not have any material acquisition or disposal of subsidiaries during the period and up to the date of this interim report.

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the report, there was no specific plan for material investments or capital assets as at 30 June 2016.

## CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

- a) A subsidiary of the Company is involved in a dispute with a third party, who is claiming incremental license fees from the subsidiary. The directors, based on the advice from the Group's legal counsel, consider that the subsidiary has a valid defence against the claim and, accordingly, have not provided for any claim that may arise from the dispute as at 30 June 2016.
- b) A subsidiary of the Company is currently involved in an arbitration brought by a third party, who is claiming a compensation regarding a project dispute arising prior to the completion of the acquisition of the subsidiary (the "Acquisition") (as defined in the announcement of the Company dated 21 December 2015). Pursuant to the sale and purchase agreement dated 21 December 2015 regarding the Acquisition, the directors consider that the compensation and related costs, if any, should be borne by the Seller (as defined in the announcement of the Company dated 21 December 2015) and accordingly, have not provided for any claim arising from the arbitration.

## 重大投資

除本報告所披露者外，截至二零一六年六月三十日，本集團並無持有任何重大投資。

## 涉及收購及出售附屬公司之重大交易

除本財務報表附註19有關收購附屬公司所披露者外，本集團於期內及直至本中期報告日期並無進行任何涉及收購或出售附屬公司之重大交易。

## 重大投資或資本資產之未來計劃

除本報告所披露者外，截至二零一六年六月三十日，本集團概無就重大投資或資本資產制定任何特定計劃。

## 或然負債

於報告期間結算日，並未於財務報表內作出撥備之或然負債如下：

- a) 本公司旗下一家附屬公司牽涉與一名第三方之爭議，該第三方向該附屬公司索償累計特許權費。根據本集團律師提供之意見，董事認為，該附屬公司對該索償具有有效抗辯，因此於二零一六年六月三十日並無就爭議可能產生之任何索償作出撥備。
- b) 本公司之附屬公司正涉及一宗由第三方提出之仲裁事件，該名第三方正就完成收購(「該收購」)(定義見本公司日期為二零一五年十二月二十一日之公佈)前的一個項目提出爭議及索取補償。根據日期為二零一五年十二月二十一日有關該收購之買賣協議，根據該等補償及相關費用(如有)，董事認為應由賣方(定義見本公司日期為二零一五年十二月二十一日之公佈)承擔，因此並未就仲裁事件產生之任何索償提供撥備。



## Chairman's Statement (continued) 主席報告(續)

### INTERIM DIVIDEND

The Board recommends the payment of an interim dividend of HK7 cents (2015: HK7 cents) per ordinary share for the six months ended 30 June 2016. The interim dividend will be distributed on or about Monday, 19 September 2016 to shareholders whose names appear on the Register of Members of the Company on Tuesday, 6 September 2016.

### CLOSURE OF THE REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 5 September 2016 to Tuesday, 6 September 2016, both days inclusive, during which period no transfer of shares will be registered. In order to qualify the interim dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 2 September 2016.

### APPRECIATIONS

On behalf of the Board and the management, I would like to express our sincere thanks to all employees, shareholders, customers and business partners for their supports to the Group during the reporting period.

By order of the Board  
**Computer And Technologies Holdings Limited**  
**Ng Cheung Shing**  
Chairman

Hong Kong, 17 August 2016

### 中期股息

董事會建議就截至二零一六年六月三十日止六個月派付中期股息每股7港仙(二零一五年: 7港仙)。中期股息將於二零一六年九月十九日(星期一)或前後向於二零一六年九月六日(星期二)名列本公司股東名冊之股東派付。

### 暫停辦理股份過戶登記手續

本公司將由二零一六年九月五日(星期一)至二零一六年九月六日(星期二)(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。為符合資格獲取中期股息,所有股份過戶文件連同有關股票證書及過戶表格,必須於二零一六年九月二日(星期五)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司辦理過戶登記手續,地址為香港皇后大道東183號合和中心22樓。

### 鳴謝

本人謹代表董事會及管理層,對全體員工、股東、客戶及業務夥伴於本期間對本集團之支持致以衷心感謝。

承董事會命  
**科聯系統集團有限公司**  
主席  
吳長勝

香港,二零一六年八月十七日

# Condensed Consolidated Statement of Profit or Loss

## 簡明綜合損益表

The Board of Directors (the "Board") of Computer And Technologies Holdings Limited (the "Company") presents the unaudited condensed consolidated interim financial results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2016, together with the comparative amounts. These condensed consolidated interim financial results have been reviewed by the Company's audit committee.

科聯系統集團有限公司(「本公司」)董事會(「董事會」)謹此呈列本公司及其附屬公司(統稱「本集團」)截至二零一六年六月三十日止六個月之未經審核簡明綜合中期財務業績連同比較數字。此等簡明綜合中期財務業績已經由本公司審核委員會審閱。

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 簡明綜合損益表

		For the six months ended 30 June		
		截至六月三十日止六個月		
		2016	2015	
		二零一六年	二零一五年	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
		HK\$'000	HK\$'000	
		千港元	千港元	
		Notes		
		附註		
<b>REVENUE</b>	收入	5	<b>120,620</b>	106,762
Cost of sales and services	銷售及服務成本		<b>(51,168)</b>	(48,912)
Gross profit	毛利		<b>69,452</b>	57,850
Other income and gains, net	其他收入及收益淨額	5	<b>2,878</b>	5,569
Foreign exchange differences, net	匯兌差額淨額		<b>(500)</b>	(8)
Fair value gains, net:	公平值收益淨額：			
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產		<b>568</b>	518
Investment properties	投資物業		<b>500</b>	2,200
Selling and distribution expenses	銷售及分銷開支		<b>(16,678)</b>	(13,574)
General and administrative expenses	一般及行政開支		<b>(27,111)</b>	(25,660)
Other expenses	其他開支		<b>(3,011)</b>	(373)
<b>PROFIT BEFORE TAX</b>	除稅前溢利	6	<b>26,098</b>	26,522
Income tax expense	所得稅開支	7	<b>(3,471)</b>	(3,255)
<b>PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	母公司擁有人應佔本期間溢利		<b>22,627</b>	23,267
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	母公司普通股股東應佔每股盈利			
		9	<b>HK cents 港仙</b>	<b>HK cents 港仙</b>
Basic	基本		<b>9.36</b>	9.64
Diluted	攤薄		<b>9.33</b>	9.60

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June

截至六月三十日止六個月

		2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元
<b>PROFIT FOR THE PERIOD</b>	本期間溢利	<b>22,627</b>	<b>23,267</b>
<b>OTHER COMPREHENSIVE INCOME</b>	其他全面收入		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	於往後期間，其他全面收入將重新分類至損益表：		
Available-for-sale investments:	可供出售投資：		
Changes in fair value	公平值變動	-	16
Reclassification adjustments for gains included in the condensed consolidated statement of profit or loss – gain on disposal	就收益於簡明綜合損益表中列賬進行重新分類調整 – 出售收益	-	(107)
		-	(91)
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	<b>(1,295)</b>	5
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods	於往後期間，其他全面虧損淨額將重新分類至損益表	<b>(1,295)</b>	(86)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:	於往後期間，其他全面收入將不會重新分類至損益表：		
Surplus on property revaluation	物業重估盈餘	-	2,630
Income tax effect	所得稅影響	-	(658)
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	於往後期間，其他全面收入淨額將不會重新分類至損益表	-	1,972
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX</b>	本期間其他全面收入／(虧損)，扣除稅項	<b>(1,295)</b>	1,886
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	母公司擁有人應佔本期間全面收入總額	<b>21,332</b>	<b>25,153</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

			30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核)
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	6,503	6,919
Investment properties	投資物業	11	67,165	66,665
Goodwill	商譽	12	135,683	44,575
Other intangible assets	其他無形資產	13	54,616	6,343
Available-for-sale investments	可供出售投資	14	1,880	1,880
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產	16	2,580	2,507
Deferred tax assets	遞延稅項資產		3,018	-
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>271,445</b>	<b>128,889</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		519	236
Trade and bills receivables	應收貿易賬款及應收票據	15	46,041	33,080
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		9,784	6,128
Due from contract customers	應收合約客戶款項		11,488	6,340
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產	16	9,774	9,279
Tax recoverable	可返還稅項		13,877	12,391
Pledged bank deposits	已抵押銀行存款		5,677	11,239
Cash and cash equivalents	現金及等同現金資產		248,357	332,120
<b>Total current assets</b>	<b>流動資產總值</b>		<b>345,517</b>	<b>410,813</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計款項	17	88,773	58,402
Due to contract customers	應付合約客戶款項		18,164	9,270
Deferred revenue	遞延收入		43,581	29,753
Tax payable	應繳稅項		14,884	10,738
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>165,402</b>	<b>108,163</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>180,115</b>	<b>302,650</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>451,560</b>	<b>431,539</b>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	18	18,218	2,921
<b>Net assets</b>	<b>資產淨值</b>		<b>433,342</b>	<b>428,618</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔權益</b>			
Issued capital	已發行股本		24,419	24,419
Share premium account	股份溢價賬		38,493	38,493
Shares held under the restricted share award scheme	根據有限制股份獎勵計劃持有之股份		(2,688)	(3,019)
Other reserves	其他儲備		373,118	351,805
Proposed final dividend	擬派末期股息		-	16,920
<b>Total equity</b>	<b>總權益</b>		<b>433,342</b>	<b>428,618</b>

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

		Attributable to owners of the parent 母公司擁有人應佔											
		Other reserves 其他儲備										Proposed final and special dividends	Total equity
Issued capital	Share premium account	Shares held under the restricted share award scheme	Share- based payment reserve	Goodwill reserve	Asset revaluation reserve	Available- for-sale investment revaluation reserve	Reserve funds	Exchange fluctuation reserve	Retained profits				
已發行 股本	股份 溢價賬	根據有限 制股份獎 勵計劃持 有之股份	股份付款 儲備	商譽儲備	資產 重估儲備	可供出售 投資重估 儲備	儲備基金	匯兌波動 儲備	保留溢利	擬派 末期及 特別股息	權益總額		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2015	於二零一五年一月一日	24,419	38,493	(3,731)	2,428	(7,227)	-	525	733	5,297	340,172	21,708	422,817
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	23,267	-	23,267
Other comprehensive income for the period:	本期間其他全面收入：												
Changes in fair value of available-for-sale investments	可供出售投資公平值變動	-	-	-	-	-	(91)	-	-	-	-	-	(91)
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	-	-	5	-	-	-	5
Surplus on revaluation of a building upon transfer to investment property	於轉讓至投資物業後之一所樓宇重估的盈餘	-	-	-	-	1,972	-	-	-	-	-	-	1,972
Total comprehensive income for the period	本期間全面收入總額	-	-	-	-	1,972	(91)	-	5	23,267	-	-	25,153
Vesting of shares held under the restricted share award scheme	有限制股份獎勵計劃項下股份歸屬	-	-	434	(434)	-	-	-	-	-	-	-	-
Share award arrangements	股份獎勵安排	-	-	-	382	-	-	-	-	-	-	-	382
Final and special 2014 dividends declared	宣派二零一四年末期及特別股息	-	-	-	-	-	-	-	-	(20)	(21,708)	-	(21,728)
At 30 June 2015	於二零一五年六月三十日	24,419	38,493	(3,297)	2,376	(7,227)	1,972	434	733	5,302	363,419	-	426,624

		Attributable to owners of the parent 母公司擁有人應佔											
		Other reserves 其他儲備										Proposed final dividend	Total equity
Issued capital	Share premium account	Shares held under the restricted share award scheme	Share- based payment reserve	Goodwill reserve	Asset revaluation reserve	Available- for-sale investment revaluation reserve	Reserve funds	Exchange fluctuation reserve	Retained profits				
已發行 股本	股份 溢價賬	根據有限 制股份獎 勵計劃持 有之股份	股份付款 儲備	商譽儲備	資產 重估儲備	可供出售 投資重估 儲備	儲備基金	匯兌波動 儲備	保留溢利	擬派 末期股息	權益總額		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2016	於二零一六年一月一日	24,419	38,493	(3,019)	2,604	(7,227)	1,972	721	733	2,574	350,428	16,920	428,618
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	22,627	-	22,627
Other comprehensive income for the period:	本期間其他全面收入：												
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	-	-	(1,295)	-	-	-	(1,295)
Total comprehensive income for the period	本期間全面收入總額	-	-	-	-	-	-	-	(1,295)	22,627	-	-	21,332
Vesting of shares held under the restricted share award scheme	有限制股份獎勵計劃項下股份歸屬	-	-	331	(331)	-	-	-	-	-	-	-	-
Share award arrangements	股份獎勵安排	-	-	-	327	-	-	-	-	-	-	-	327
Final 2015 dividend declared	宣派二零一五年末期股息	-	-	-	-	-	-	-	-	(15)	(16,920)	-	(16,935)
At 30 June 2016	於二零一六年六月三十日	24,419	38,493	(2,688)	2,600	(7,227)	1,972	721	733	1,279	373,040	-	433,342



# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

		For the six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動之現金流量</b>		
Profit before tax:	除稅前溢利：		26,098
Adjustments for:	經調整：		26,522
Bank interest income	銀行利息收入	5	(2,417)
Dividend income from listed investments	上市投資之股息收入	5	(322)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	5	-
Fair value gains, net:	公平值收益淨額：		(128)
Available-for-sale investments (transfer from equity on disposal)	可供出售投資 (轉撥自出售權益)	5	-
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產		(518)
Investment properties	投資物業		(500)
Depreciation	折舊	6	1,400
Impairment of trade receivables	應收貿易賬款減值	6	134
Reversal of impairment of trade receivables	撥回應收貿易賬款減值	6	(105)
Reversal of impairment of amount due from a contract customer	撥回應收合約客戶款項減值		(4)
Amortisation of other intangible assets	其他無形資產攤銷	6	3,011
Equity-settled share-based payment expenses	股權結算以股份支付開支	6	327
			<b>27,054</b>
			20,298
Decrease/(increase) in inventories	存貨減少/(增加)		(283)
Increase in trade and bills receivables	應收貿易賬款及應收票據增加		(5,836)
Decrease/(increase) in amounts due from contract customers	應收合約客戶款項減少/(增加)		(5,144)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加		(1,859)
Decrease in trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計款項減少		(11,124)
Increase in amounts due to contract customers	應付合約客戶款項增加		8,511
Increase/(decrease) in deferred revenue	遞延收入增加/(減少)		(6,740)
			<b>4,579</b>
Cash generated from operations	經營業務所得現金		15,075
Hong Kong profits tax paid	已繳香港利得稅		(1,645)
Overseas taxes paid	已繳海外稅項		(1,840)
			<b>1,094</b>
Net cash flows from operating activities	經營活動所得現金流量淨額		12,611

Condensed Consolidated Statement of Cash Flows (continued)  
簡明綜合現金流量表(續)

		<b>For the six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2016</b> 二零一六年 <b>(Unaudited)</b> (未經審核)	<b>2015</b> 二零一五年 <b>(Unaudited)</b> (未經審核)
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
	Notes 附註		
Net cash flows from operating activities	經營活動所得現金流量淨額	<b>1,094</b>	12,611
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Bank interest received	已收銀行利息	<b>2,417</b>	4,972
Dividends received from listed investments	自上市投資所收股息	<b>322</b>	309
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	<b>(550)</b>	(591)
Purchases of listed investments	購買上市投資	-	(2,533)
Acquisition of subsidiaries	收購附屬公司	<b>(71,012)</b>	(9,252)
Payment of acquisition consideration payable	支付應付收購代價	<b>(3,442)</b>	-
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	<b>14</b>	324
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	-	4,865
Decrease in pledged bank deposits	已抵押銀行存款減少	<b>564</b>	1,310
Decrease/(increase) in non-pledged bank deposits with original maturity of more than three months when acquired	收購時原到期日超過三個月之無抵押存款減少/(增加)	<b>7,394</b>	(8,219)
Net cash flows used in investing activities	投資活動所用現金流量淨額	<b>(64,293)</b>	(8,815)
<b>CASH FLOWS USED IN A FINANCING ACTIVITY</b>	<b>一項融資活動所用之現金流量</b>		
Dividends paid	已付股息	<b>(16,935)</b>	(21,728)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金資產之減少淨額</b>	<b>(80,134)</b>	(17,932)
Cash and cash equivalents at beginning of period	期初之現金及等同現金資產	<b>312,376</b>	291,891
Effects of foreign exchange rate changes, net	匯率變動之影響淨額	<b>(1,233)</b>	5
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期終之現金及等同現金資產</b>	<b>231,009</b>	273,964
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金資產結餘分析</b>		
Cash and cash equivalents as stated in the condensed consolidated statement of financial position	簡明綜合財務狀況表所示之現金及等同現金資產	<b>248,357</b>	325,814
Pledged deposit for banking facilities granted by a bank with original maturity less than three months when acquired	銀行授出於收購時原到期日不超過三個月之銀行融資所抵押存款	<b>2,652</b>	9,144
Non-pledged time deposits with original maturity of more than three months when acquired	收購時原到期日超過三個月之無抵押定期存款	<b>(20,000)</b>	(60,994)
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	簡明綜合現金流量表所示之現金及等同現金資產	<b>231,009</b>	273,964

# Notes to Financial Statements

## 財務報表附註

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 1. CORPORATE AND GROUP INFORMATION

Computer And Technologies Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company is located at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong.

During the period, the Group was involved in the following principal activities:

- provision of enterprise applications software and related services, business process outsourcing, e-business, and related maintenance services;
- provision of system and network integration, information technology ("IT") solutions development and implementation, and related maintenance services; and
- property and treasury investments.

### 2. BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information of the Group for the six months ended 30 June 2016 has been prepared in accordance with the applicable provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The unaudited condensed consolidated interim financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2015.

#### 3.1 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2015, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") (which also included HKASs and Interpretations) that affect the Group and are adopted for the first time for the current period's financial statements.

### 1. 公司及集團資料

科聯系統集團有限公司乃於百慕達註冊成立之有限公司，其註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點位於香港數碼港道100號數碼港2座10樓。

期內，本集團從事以下主要業務：

- 提供企業應用軟件及相關服務，業務流程外判、電子貿易服務，以及相關保養服務；
- 提供系統及網絡集成服務、資訊科技（「資訊科技」）解決方案發展及實施，以及相關保養服務；及
- 物業及庫務投資。

### 2. 編製基準

本集團截至二零一六年六月三十日止六個月之未經審核簡明綜合中期財務資料乃根據香港聯合交易所有限公司證券上市規則之適用披露條文及由香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

未經審核簡明綜合中期財務資料並不包括年度財務報表內規定之所有資料及披露，故應與本集團截至二零一五年十二月三十一日止年度之年度財務報表一併閱讀。

#### 3.1 主要會計政策

除下列影響本集團並於本期間財務報表首次採納之經修訂香港財務報告準則（「香港財務報告準則」）（當中亦包括香港會計準則及詮釋）外，編製未經審核簡明綜合中期財務資料所採納之會計政策與編製本集團截至二零一五年十二月三十一日止年度之全年度財務報表所採納者一致。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 3.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised standards for the first time for the current period's financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs

The adoption of the above revised standards has had no significant financial effect on these financial statements.

### 3.2 會計政策及披露之變動

本集團已於本期間之財務報表首次採納以下經修訂準則。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)(修訂本)	投資實體：應用合併的例外規定
香港財務報告準則第11號(修訂本)	收購合資經營權益之會計處理
香港會計準則第1號(修訂本)	披露計劃
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清折舊及攤銷方法之可接受方式
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港會計準則第27號(二零一一年)(修訂本)	獨立財務報表中之權益法
二零一二年至二零一四年週期之年度改進	對多項香港財務報告準則作出之修訂

採納上述經修訂準則對該等財務報表並無重大財務影響。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the application services segment that primarily engages in the provision of enterprise applications software and related operation outsourcing, business process outsourcing and e-business, and related maintenance services;
- (b) the integration and solutions services segment that primarily engages in the sales of computer networks and system platforms, and the provision of system and network integration, IT solutions development and implementation, and related maintenance services; and
- (c) the investments segment that primarily engages in various types of investing activities including, inter alia, property investment for rental income and/or for capital appreciation and treasury investment in securities for dividend income and interest income and/or for capital appreciation.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that unallocated interest income, unallocated other income and gains, net, unallocated foreign exchange differences, net, corporate and other unallocated depreciation, corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, tax recoverable, pledged bank deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

There were no material intersegment sales and transfers during the current and prior period.

### 4. 經營分部資料

為方便管理，本集團根據其產品及服務劃分業務單位，並得出以下三個可報告的經營分部：

- (a) 應用服務分部乃主要從事提供企業應用軟件及相關營運外判、業務流程外判及電子貿易服務，以及相關保養服務；
- (b) 集成及解決方案服務分部乃主要從事銷售電腦網絡及系統平台、以及提供系統及網絡集成服務、資訊科技解決方案發展及實施，以及相關保養服務；及
- (c) 投資分部乃主要從事不同種類之投資活動，其中包括賺取租金收入及／或資本增值之物業投資，以及於證券庫務投資以賺取股息收入及利息收入及／或資本增值。

管理層獨立監察本集團各經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可報告分部溢利進行評估，而此乃經調整除稅前溢利計算方法。經調整除稅前溢利與本集團除稅前溢利之計量基準一致，當中並無計及未分配利息收入、未分配其他收入及收益淨額、未分配匯兌差額淨額、企業及其他未分配折舊、企業及其他未分配開支。

分部資產不包括遞延稅項資產、可返還稅項、已抵押存款、現金及等同現金資產，以及其他未分配總部及企業資產，原因為此等資產乃集團統一管理。

分部負債不包括應繳稅項、遞延稅項負債及其他未分配總部及企業負債，原因為此等負債乃集團統一管理。

於目前及過往期間並無重大分類間之銷售及轉讓。



Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION  
(CONTINUED)

4. 經營分部資料(續)

(a) Operating segments

(a) 經營分部

	Application Services		Integration and Solutions Services		Investments		Total	
	應用服務		集成及解決方案服務		投資		總額	
	2016	2015	2016	2015	2016	2015	2016	2015
	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Segment revenue:</b>	<b>分部收入：</b>							
Sales to external customers	銷售予外界客戶							
	69,814	46,804	49,513	58,446	1,293	1,512	120,620*	106,762*
Other income and gains, net	其他收入及收益淨額							
	139	52	(60)	130	382	415	461^	597^
Total	總計							
	69,953	46,856	49,453	58,576	1,675	1,927	121,081	107,359
<b>Segment results</b>	<b>分部業績</b>							
<i>Reconciliation:</i>	<i>對賬：</i>							
Unallocated interest income	未分配利息收入							
							2,417^	4,972^
Unallocated foreign exchange differences, net	未分配匯兌差額淨額							
							(500)	(8)
Corporate and other unallocated depreciation	企業及其他未分配折舊							
							(892)	(918)
Corporate and other unallocated expenses	企業及其他未分配開支							
							(12,608)	(12,328)
Profit before tax	除稅前溢利							
							26,098	26,522

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION  
(CONTINUED)

4. 經營分部資料(續)

(a) Operating segments (continued)

(a) 經營分部(續)

		Application Services		Integration and Solutions Services		Investments		Total	
		應用服務	集成及解決方案服務	投資	總額				
		30 June	31 December	30 June	31 December	30 June	31 December	30 June	31 December
		2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		六月	十二月	六月	十二月	六月	十二月	六月	十二月
		三十日	三十一日	三十日	三十一日	三十日	三十一日	三十日	三十一日
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分部資產	209,452	67,576	46,719	27,481	82,340	81,309	338,511	176,366
Reconciliation:	對賬:								
Corporate and other unallocated assets	企業及其他未分配資產							278,451	363,336
Total assets	資產總值							616,962	539,702
Segment liabilities	分部負債	104,189	53,318	40,199	36,382	842	845	145,230	90,545
Reconciliation:	對賬:								
Corporate and other unallocated liabilities	企業及其他未分配負債							38,390	20,539
Total liabilities	負債總額							183,620	111,084

\* This represented the consolidated revenue of HK\$120,620,000 (2015: HK\$106,762,000) in the condensed consolidated statement of profit or loss.

\* 指於簡明綜合損益表之綜合收入120,620,000港元(二零一五年: 106,762,000港元)。

^ These comprise the consolidated other income and gains, net, of HK\$2,878,000 (2015: HK\$5,569,000) in the condensed consolidated statement of profit or loss.

^ 包括在簡明綜合損益表內之綜合其他收入及收益淨額為2,878,000港元(二零一五年: 5,569,000港元)。

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION  
(CONTINUED)

4. 經營分部資料(續)

(a) Operating segments (continued)

(a) 經營分部(續)

	Application Services 應用服務		Integration and Solutions Services 集成及解決方案服務		Investments 投資		Total 總額	
	2016 二零一六年 (Unaudited) HK\$'000 千港元	2015 二零一五年 (Unaudited) HK\$'000 千港元	2016 二零一六年 (Unaudited) HK\$'000 千港元	2015 二零一五年 (Unaudited) HK\$'000 千港元	2016 二零一六年 (Unaudited) HK\$'000 千港元	2015 二零一五年 (Unaudited) HK\$'000 千港元	2016 二零一六年 (Unaudited) HK\$'000 千港元	2015 二零一五年 (Unaudited) HK\$'000 千港元
<b>Other segment information:</b>	<b>其他分部資料：</b>							
Net fair value gains on investment properties	-	-	-	-	500	2,200	500	2,200
Net fair value gains on financial assets at fair value through profit or loss	-	-	-	-	568	518	568	518
Amortisation of other intangible assets	3,011	373	-	-	-	-	3,011	373
Depreciation	281	170	210	169	17	42	508	381
Corporate and other unallocated depreciation							892	918
							1,400	1,299
Impairment losses recognised/ (reversed) in the condensed consolidated statement of profit or loss, net*	29	140	(4)	(184)	-	-	25	(44)
Capital expenditure** Corporate and other unallocated capital expenditure	698	152	264	288	-	-	962	440
							67	194
							1,029	634

\* Including impairment losses recognised in the condensed consolidated statement of profit or loss attributable to the application services segment of HK\$134,000 (2015: HK\$189,000) and impairment losses reversed in the condensed consolidated statement of profit or loss attributable to the application services segment and the integration and solutions services segment of \$105,000 (2015: HK\$49,000) and HK\$4,000 (2015: HK\$184,000), respectively.

\* 包括於簡明綜合損益表所確認來自應用服務分部之減值虧損為134,000港元(二零一五年: 189,000港元)及於簡明綜合損益表撥回來自應用服務分部及集成及解決方案服務分部之減值虧損分別為105,000港元(二零一五年: 49,000港元)及4,000港元(二零一五年: 184,000港元)。

\*\* Capital expenditure consists of additions to property, plant and equipment and including property, plant and equipment from the acquisition of subsidiaries.

\*\* 資本開支包括物業、廠房及設備添置，以及包括由收購附屬公司之物業、廠房及設備。

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION  
(CONTINUED)

(b) Geographical information

(i) Revenue from external customers

		Hong Kong and other countries/regions 香港及其他國家/地區		Mainland China 中國內地		Total 總額	
		2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Segment revenue:</b>	分部收入：						
Sales to external customers	銷售予外界客戶	95,089	101,034	25,531	5,728	120,620	106,762

The revenue information is based on the locations of the customers.

收入資料乃以客戶所在地為基準。

(ii) Non-current assets

		30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Hong Kong	香港	115,066	112,565
Mainland China	中國內地	148,901	11,937
		<b>263,967</b>	124,502

The non-current asset information is based on the locations of assets and excludes financial instruments and deferred tax assets.

非流動資產資料乃按資產所在地呈列，當中並未計及財務工具及遞延稅項資產。

4. 經營分部資料(續)

(b) 地區資料

(i) 來自外界客戶之收入

(ii) 非流動資產

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

#### (c) Information about major customers

Revenues from external customers individually amounting to 10% or more of the Group's total revenue:

For the period ended 30 June 2016, revenue from a major customer of HK\$30,485,000 was derived from the integration and solutions services segment.

For the period ended 30 June 2015, revenues from two major customers of HK\$26,519,000 and HK\$17,868,000 were derived from the integration and solutions services segment.

### 5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the aggregate of the invoiced value of goods sold, net of trade discounts, returns and business tax, where applicable; fees earned from the provision of enterprise applications software, related operation outsourcing, business process outsourcing, e-business, system and network integration, IT solutions development and implementation and related services; fees earned from the provision of maintenance services; gross rental income earned from investment properties; and interest income earned from treasury investments during the period.

### 4. 經營分部資料(續)

#### (c) 主要客戶之資料

來自外界客戶之收入個別佔本集團總收入10%或以上：

截至二零一六年六月三十日止期間，來自一名主要客戶之收入為30,485,000港元，有關金額乃來自集成及解決方案服務分部。

截至二零一五年六月三十日止期間，來自兩名主要客戶之收入為26,519,000港元及17,868,000港元，有關金額乃來自集成及解決方案服務分部。

### 5. 收入、其他收入及收益淨額

收入指本期間銷售貨品之發票值總額扣除貿易折扣、退貨及營業稅(如適用)；提供企業應用軟件、相關業務外判、業務流程外判、電子貿易服務、系統及網絡集成服務、資訊科技解決方案發展及實施以及相關服務賺取之費用；提供保養服務賺取之費用；投資物業賺取之租金收入總額；以及就庫務投資賺取之利息收入。



## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 5. REVENUE, OTHER INCOME AND GAINS, NET (CONTINUED)

An analysis of revenue, other income and gains, net is as follows:

#### 5. 收入、其他收入及收益淨額(續)

收入、其他收入及收益淨額分析如下：

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
<b>Revenue</b>	<b>收入</b>		
Provision of enterprise applications software and related operation outsourcing, business process outsourcing and e-business, and related maintenance services	提供企業應用軟件及相關營運外判、業務流程外判及電子貿易服務以及相關保養服務	<b>69,814</b>	46,804
Sales of computer networks and system platforms, and the provision of system and network integration, IT solutions development and implementation, and related maintenance services	銷售電腦網絡及系統平台、以及提供系統及網絡集成服務、資訊科技解決方案發展及實施以及相關保養服務	<b>49,513</b>	58,446
Gross rental income from investment properties and interest income from treasury investments	投資物業之租金收入總額及庫務投資之利息收入	<b>1,293</b>	1,512
		<b>120,620</b>	106,762
<b>Other income and gains, net</b>	<b>其他收入及收益淨額</b>		
Bank interest income	銀行利息收入	<b>2,417</b>	4,972
Dividend income from listed investments	上市投資之股息收入	<b>322</b>	309
Fair value gain, net:	公平值收益淨額：		
Available-for-sale investments (transfer from equity on disposal)	可供出售投資 (轉撥自出售權益)	-	107
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	-	128
Others	其他	<b>139</b>	53
		<b>2,878</b>	5,569

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

#### 6. 除稅前溢利

本集團之除稅前溢利經扣除/(計入)下列各項：

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Cost of inventories sold	已出售存貨成本	21,245	33,077
Cost of services provided#	已提供服務成本#	29,911	15,827
Depreciation^	折舊^	1,400	1,299
Amortisation of other intangible assets**	其他無形資產攤銷**	3,011	373
Minimum lease payments under operating leases	根據經營租賃之最低租金款項	3,344	2,789
Equity-settled share-based payment expense	股權結算以股份支付開支	327	382
Impairment of trade receivables	應收貿易賬款減值	134	189
Reversal of impairment of trade receivables	撥回應收貿易賬款減值	(105)	(233)

# Inclusive of research and development cost for application software products of HK\$5,013,000 (2015: HK\$2,033,000).

# 包括有關應用軟件產品研究及開發成本 5,013,000 港元 (二零一五年：2,033,000 港元)。

^ Depreciation for the period of HK\$12,000 (2015: HK\$8,000) is included in "Cost of sales and services" on the face of the condensed consolidated statement of profit or loss.

^ 期內折舊 12,000 港元 (二零一五年：8,000 港元) 納入簡明綜合損益表之「銷售及服務成本」內。

\*\* Amortisation of other intangible assets for the period of HK\$3,011,000 (2015: HK\$373,000) is included in "Other Expenses" on the face of the condensed consolidated statement of profit or loss.

\*\* 期內其他無形資產攤銷 3,011,000 港元 (二零一五年：373,000 港元) 納入簡明綜合損益表之「其他開支」內。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

### 7. 所得稅

香港利得稅乃根據本期間內於香港產生之估計應課稅溢利稅率16.5%(截至二零一五年六月三十日止六個月:16.5%)作出撥備。其他地區應課稅溢利之稅項乃根據本集團經營業務所在國家/司法權區按適用稅率計算。

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Current – Hong Kong	即期 – 香港		
Charge for the period	期內支出	<b>3,900</b>	3,314
Overprovision in prior years	往年度多提撥備	<b>(20)</b>	–
Current – Elsewhere	即期 – 其他地區		
Charge for the period	期內支出	<b>306</b>	3
Deferred	遞延	<b>(715)</b>	(62)
		<b>3,471</b>	<b>3,255</b>
Total tax charge for the period	期內稅項支出總額	<b>3,471</b>	<b>3,255</b>

In 2014, the Hong Kong Inland Revenue Department (the "IRD") had issued a protective assessment to a subsidiary of the Company demanding tax of approximately HK\$2,260,000 for the year of assessment 2007/08. An enquiry letter was issued to that subsidiary on the same day regarding, inter alia, the nature and the deductibility of certain expenditure/expenses. The subsidiary had objected to the protective assessment and a written notice of objection had been filed to the IRD, at the same time, the subsidiary had purchased a tax reserve certificate at the request of the IRD.

於二零一四年，香港稅務局(「稅務局」)向本公司一家附屬公司發出保障性評稅，要求繳納二零零七/零八年審核年度評稅約2,260,000港元。同日，稅務局向該附屬公司發出查詢函件，內容有關(其中包括)若干開支/支出之性質及可否予以扣減。該附屬公司反對有關保障性評稅，並已將反對之書面通知提交至稅務局，同時，該附屬公司已應稅務局要求購買儲稅券。

## 7. INCOME TAX (CONTINUED)

In 2015, the IRD had issued a protective assessment to that subsidiary of the Company demanding tax of approximately HK\$2,354,000 for the year of assessment 2008/09. A further enquiry letter was issued to that subsidiary to request for additional information and documents regarding the nature and the deductibility of those abovementioned expenditure/expenses. The subsidiary had objected to the protective assessment and a written notice of objection had been filed to the IRD. The subsidiary had purchased a tax reserve certificate at the request of the IRD and filed a reply to the enquiries from the IRD.

On 8 March 2016, the IRD has further issued a protective assessment to that subsidiary of the Company demanding tax of approximately HK\$2,008,000 for the year of assessment 2009/10. A further enquiry letter was issued to that subsidiary to request for additional information and documents in relation to the reply submitted by the subsidiary. The subsidiary has purchased a tax reserve certificate at the request of the IRD and filed a reply to the enquiries from the IRD.

In the opinion of the directors of the Company, it is not practicable at this stage to estimate reliably the outcome of the deduction claim and therefore, the financial effect (including the amount or timing thereof, if any) of the foregoing enquiries. However, the directors believe that except for certain insignificant tax adjustments, the effect of which has been reflected in the prior years' profit or loss of the Group, and subject to availability of the required evidence, the subsidiary has valid grounds to support the deductibility of those expenditure/expenses. Accordingly, no further provision for Hong Kong profits tax is considered necessary at this stage.

## 7. 所得稅(續)

於二零一五年，稅務局向本公司之附屬公司發出保障性評稅，要求繳納二零零八／零九審核年度評稅約2,354,000港元。稅務局亦就有關上述開支／支出之性質及可否予以扣減之其他資料及文件向該附屬公司進一步發出查詢函件。該附屬公司就有關保障性評稅向稅務局提出反對，並已將反對之書面通知提交至稅務局。該附屬公司亦已應稅務局要求購買儲稅券，並已提交回覆查詢至稅務局。

於二零一六年三月八日，稅務局向本公司之附屬公司進一步發出保障性評稅，要求繳納二零零九／一零審核年度評稅約2,008,000港元。稅務局亦就有關附屬公司提交之回覆之其他資料及文件向該附屬公司進一步發出查詢函件。該附屬公司亦已應稅務局要求購買儲稅券，並已提交回覆查詢至稅務局。

本公司董事認為，於現階段可靠地估計上述查詢之結果及有關財務影響(包括有關金額或時間(如有))並不切實可行，但董事相信除若干不重大稅務調整外，有關影響已反映於本集團過往年度之損益表內。此外，董事亦相信該附屬公司已有有效理據支持扣減該等開支／支出，惟須待取得所需證據後方可確實。因此，董事認為現階段毋須就香港利得稅作出進一步撥備。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 8. DIVIDENDS

- Subsequent to the end of the interim period, the Board has determined that an interim dividend of HK7 cents (2015: HK7 cents) in cash per ordinary share should be paid to the shareholders of the Company whose names appear in the Register of Members on Tuesday, 6 September 2016.
- Dividends attributable to the previous financial year, approved and paid during the interim period.

### 8. 股息

- 於中期期間結算日後，董事會決定向於二零一六年九月六日(星期二)名列股東名冊之本公司股東派付中期普通股股息每股現金7港仙(二零一五年：7港仙)。
- 上個財政年度獲批准並於中期期間派付之股息。

#### For the six months ended 30 June 截至六月三十日止六個月

	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元
Final dividend in respect of the previous financial year, approved and paid during the interim period of HK\$0.07 (2015: final and special dividends HK\$0.09) per ordinary share	17,094	21,978
Less: Dividend for shares held under the Company's restricted share award scheme	(159)	(250)
	<b>16,935</b>	<b>21,728</b>

### 9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 241,780,462 (2015: 241,275,535) in issue during the period, as adjusted to exclude the shares held under the restricted share award scheme of the Company.

The calculation of diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares granted under the share option scheme of the Company and the deemed vesting of all dilutive restricted shares of the Company awarded under the restricted share award scheme of the Company into ordinary shares.

### 9. 母公司普通股股東應佔每股盈利

每股基本盈利金額乃根據母公司普通股股東應佔本期間溢利及期內已發行普通股加權平均數241,780,462股(二零一五年：241,275,535股)計算，並就剔除本公司有限制股份獎勵計劃項下所持股份作出調整。

每股攤薄盈利金額乃根據母公司普通股股東應佔本期間溢利計算。計算所用之普通股加權平均數為計算每股基本盈利所用之期內已發行普通股數目，以及假設於所有根據本公司購股權計劃授出之潛在攤薄普通股被視為已行使或兌換時，以及根據本公司有限制股份獎勵計劃授出之所有具攤薄作用有限制股份被視作歸屬時，本公司已按無償方式發行之普通股加權平均數。



## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (CONTINUED)

The calculations of basic and diluted earnings per share are based on:

##### Earnings

The calculations of basic and diluted earnings per shares are based on profit attributable to ordinary equity holders of the parent.

#### 9. 母公司普通股股東應佔每股盈利(續)

計算每股基本及攤薄盈利所用數據如下：

##### 盈利

每股基本及攤薄盈利乃按母公司普通股股東應佔溢利計算。

		Number of shares 股份數目	
		2016 二零一六年 (Unaudited) (未經審核)	2015 二零一五年 (Unaudited) (未經審核)
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	計算每股基本盈利所用期內已發行普通股加權平均數	241,780,462	241,275,535
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數：		
Restricted shares awarded under the Company's restricted share award scheme	根據本公司有限制股份獎勵計劃授出之有限制股份	765,008	1,121,697
		<b>242,545,470</b>	<b>242,397,232</b>

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 10. PROPERTY, PLANT AND EQUIPMENT

		<b>30 June 2016</b>	31 December 2015
		二零一六年 六月三十日	二零一五年 十二月三十一日
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Net carrying amount, as at 1 January	於一月一日，賬面淨值	<b>6,919</b>	10,742
Additions	添置	<b>550</b>	1,448
Disposals (net book value)	出售(賬面值)	<b>(14)</b>	(196)
Surplus on revaluation	重估盈餘	-	2,630
Transfer to investment properties	轉撥至投資物業	-	(5,200)
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	<b>479</b>	43
Depreciation provided during the period/year	期/年內折舊撥備	<b>(1,400)</b>	(2,544)
Exchange realignment	匯兌調整	<b>(31)</b>	(4)
Net carrying amount, as at 30 June/ 31 December	於六月三十日/十二月三十一日， 賬面淨值	<b>6,503</b>	6,919

#### 10. 物業、廠房及設備

#### 11. INVESTMENT PROPERTIES

		<b>30 June 2016</b>	31 December 2015
		二零一六年 六月三十日	二零一五年 十二月三十一日
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Carrying amount at 1 January	於一月一日，賬面值	<b>66,665</b>	58,265
Net gain from a fair value adjustment	公平值調整之收益淨額	<b>500</b>	3,200
Transfer from owner-occupied property	由自用物業項下轉撥	-	5,200
Carrying amount, as at 30 June/ 31 December	於六月三十日/十二月三十一日， 賬面值	<b>67,165</b>	66,665

#### 11. 投資物業

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

12. GOODWILL

12. 商譽

		HK\$'000 千港元
<b>At 31 December 2015</b>	於二零一五年十二月三十一日	
Cost and carrying amount at 1 January 2015	於二零一五年一月一日成本及賬面值	29,211
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	15,364
Carrying amount at 31 December 2015	於二零一五年十二月三十一日賬面值	44,575
<b>At 30 June 2016</b>	於二零一六年六月三十日	
Cost and carrying amount at 1 January 2016	於二零一六年一月一日成本及賬面值	44,575
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	91,108
Carrying amount at 30 June 2016	於二零一六年六月三十日賬面值	135,683

13. OTHER INTANGIBLE ASSETS

13. 其他無形資產

		Deferred development costs 遞延開發成本 HK\$'000 千港元	Customer relationships 客戶關係 HK\$'000 千港元	Software 軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>30 June 2016</b>	二零一六年 六月三十日				
Cost at 1 January 2016, net of accumulated amortisation and impairment	於二零一六年一月一日之成本，扣除累計攤銷及減值	-	6,343	-	6,343
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	-	7,603	43,681	51,284
Amortisation provided during the period	本期間攤銷撥備	-	(827)	(2,184)	(3,011)
At 30 June 2016	於二零一六年六月三十日	-	13,119	41,497	54,616
At 30 June 2016	於二零一六年六月三十日				
Cost	成本	13,026	14,767	43,681	71,474
Accumulated amortisation and impairment	累計攤銷及減值	(13,026)	(1,648)	(2,184)	(16,858)
Net carrying amount	賬面淨值	-	13,119	41,479	54,616

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

13. OTHER INTANGIBLE ASSETS (CONTINUED)

13. 其他無形資產(續)

		Deferred development costs 遞延開發成本 HK\$'000 千港元	Customer relationships 客戶關係 HK\$'000 千港元	Software 軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2015</b>	<b>二零一五年 十二月三十一日</b>				
Cost at 1 January 2015, net of accumulated amortisation and impairment	於二零一五年一月一日之成本，扣除累計攤銷及減值	-	-	-	-
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	-	7,164	-	7,164
Amortisation provided during the year	本年度攤銷撥備	-	(821)	-	(821)
<b>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>	<b>-</b>	<b>6,343</b>	<b>-</b>	<b>6,343</b>
<b>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>				
Cost	成本	13,026	7,164	-	20,190
Accumulated amortisation and impairment	累計攤銷及減值	(13,026)	(821)	-	(13,847)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>-</b>	<b>6,343</b>	<b>-</b>	<b>6,343</b>

14. AVAILABLE-FOR-SALE INVESTMENTS

14. 可供出售投資

		<b>30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
Club membership debenture, at fair value	按公平值計算之會所會籍債券	<b>1,880</b>	<b>1,880</b>

During the prior period, the net loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$91,000.

於過往期內，有關本集團於其他全面收入中確認之可供出售投資之淨虧損為91,000港元。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 15. TRADE AND BILLS RECEIVABLES

An aged analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 1 month	一個月內	34,090	20,867
1 to 3 months	一至三個月	8,550	9,631
4 to 6 months	四至六個月	2,515	858
7 to 12 months	七至十二個月	886	1,724
		<b>46,041</b>	<b>33,080</b>

For system integration projects and the provision of maintenance services and software development services, the Group's trading terms with its customers vary from contract to contract or depending on the specific arrangements with individual customers, and may include cash on delivery, advance payment and on credit. For those customers who trade on credit, the overall credit period is generally within 120 days, except for certain projects with longer implementation schedules where the period may extend beyond 120 days, or may be extended for major or specific customers. The Group seeks to maintain strict control over its outstanding trade receivables and overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over these balances. Trade and bills receivables are non-interest-bearing.

### 15. 應收貿易賬款及應收票據

於呈報期間結算日，應收貿易賬款及應收票據按發票日並經扣除撥備之賬齡分析如下：

	30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	34,090	20,867
	8,550	9,631
	2,515	858
	886	1,724
	<b>46,041</b>	<b>33,080</b>

就系統集成項目以及提供保養服務及軟件開發服務而言，本集團之交易條款因應個別合約或視乎與個別客戶之特別安排而異，可能包括貨到付款、預先付款及除賬。就該等以除賬形式進行交易之客戶而言，整段信貸期一般不多於120天，惟倘若若干項目施工期較長，則信貸期可延長至超過120天，或可就主要或特定客戶延長信貸期。本集團一直嚴格控制其未償還之應收貿易賬款，高級管理層亦定期審閱逾期款項結餘。本集團並無就此等結餘持有任何抵押品或作出其他信貸改進事宜。應收貿易賬款及應收票據並不計利息。



## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		<b>30 June 2016</b>	31 December 2015
		二零一六年 六月三十日	二零一五年 十二月三十一日
		<b>(Unaudited)</b>	<b>(Audited)</b>
		(未經審核)	(經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Debt investments, at market value	按市值計算之債務投資	<b>2,580</b>	2,507
Listed equity investments, at market value	按市值計算之上市股本投資	<b>9,774</b>	9,279
		<b>12,354</b>	11,786
Portion classified as current assets	分類為流動資產部分	<b>(9,774)</b>	(9,279)
Portion classified as non-current assets	分類為非流動資產部分	<b>2,580</b>	2,507

The debt investments were designated upon initial recognition as financial assets at fair value through profit or loss as they are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the investments is provided internally on that basis to the Group's key management personnel.

The listed equity investments were all included under current assets at 30 June 2016 and 31 December 2015 and were classified as held for trading.

鑑於債務投資乃根據既定風險管理或投資策略按公平值基準管理及評估表現，故於初次確認時獲指定為按公平值經損益入賬之財務資產，而有關該等投資之資料乃按相關基準向本集團之主要管理人員內部提供。

上市股本投資已計入於二零一六年六月三十日及二零一五年十二月三十一日之流動資產，並分類為持作買賣。

#### 17. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

		<b>30 June 2016</b>	31 December 2015
		二零一六年 六月三十日	二零一五年 十二月三十一日
		<b>(Unaudited)</b>	<b>(Audited)</b>
		(未經審核)	(經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Trade payables	應付貿易賬款	<b>22,863</b>	16,886
Other payables	其他應付款項	<b>23,320</b>	25,306
Accruals	應計款項	<b>11,434</b>	12,768
Consideration payable on acquisition of subsidiaries (note 19)	收購附屬公司之應付代價(附註19)	<b>31,156</b>	3,442
		<b>88,773</b>	58,402

#### 17. 應付貿易賬款、其他應付款項及應計款項

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 17. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (CONTINUED)

An aged analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 1 month	一個月內	21,805	15,454
1 to 3 months	一至三個月	452	812
4 to 6 months	四至六個月	17	100
Over 6 months	六個月以上	589	520
		<b>22,863</b>	<b>16,886</b>

The trade payables are non-interest-bearing and are normally settled on 30-day terms.

#### 17. 應付貿易賬款、其他應付款項及應計款項(續)

於報告期間結算日，應付貿易賬款按發票日之賬齡分析如下：

	30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 1 month	21,805	15,454
1 to 3 months	452	812
4 to 6 months	17	100
Over 6 months	589	520
	<b>22,863</b>	<b>16,886</b>

應付貿易賬款並不計息，一般按30天期限結清。

#### 18. DEFERRED TAX

The movements in deferred tax liabilities during the period are as follows:

		Revaluation of properties 物業重估 HK\$'000 千港元	Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司 之公平值調整 HK\$'000 千港元	Withholding taxes 預扣稅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	1,378	1,047	496	2,921
Acquisition from subsidiaries (note 19)	收購附屬公司 (附註19)	-	12,821	3,658	16,479
Deferred tax credited to the condensed consolidated statement of profit or loss during the period (note 7)	期內於簡明綜合 損益表計入之 遞延稅項(附註7)	-	(715)	-	(715)
Tax paid	已繳稅項	-	-	(467)	(467)
At 30 June 2016	於二零一六年 六月三十日	<b>1,378</b>	<b>13,153</b>	<b>3,687</b>	<b>18,218</b>

#### 18. 遞延稅項

期內，遞延稅項負債之變動如下：

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

18. DEFERRED TAX (CONTINUED)

		2015 二零一五年			
		Revaluation of properties	Fair value adjustments arising from acquisition of subsidiaries	Withholding taxes	Total
		物業重估	收購附屬公司 之公平值調整	預扣稅	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	720	-	496	1,216
Acquisition from subsidiaries (note 19)	收購附屬公司 (附註19)	-	1,182	-	1,182
Deferred tax charged to equity	於權益扣除之遞延稅項	658	-	-	658
Deferred tax credited to the consolidated statement of profit or loss during the year	年內於綜合損益表 計入之遞延稅項	-	(135)	-	(135)
At 31 December 2015	於二零一五年 十二月三十一日	1,378	1,047	496	2,921

18. 遞延稅項(續)

19. BUSINESS COMBINATION

On 4 January 2016, the Group acquired the entire equity interest in Platinum China Limited ("PCL"). PCL and its subsidiary (collectively "Platinum") are engaged in the provision of Human Resources Management solutions specifically designed to meet the business and regulatory requirements in the PRC. The Group has acquired Platinum to further expand its application services business and to extend the existing product offering. The purchase consideration, including the Cash Adjustment (as defined in the announcement of the Company dated 21 December 2015), of approximately HK\$148,200,000 for the acquisition was payable in five tranches in form of cash.

19. 業務合併

於二零一六年一月四日，本集團收購 Platinum China Limited(「PCL」)全部股本權益。PCL及其附屬公司(統稱「鉑金」)從事提供專為符合中國各行業及監管規定而設計之人力資源管理解決方案。收購鉑金為本集團進一步擴大其應用服務業務及拓展現有產品供應類別。收購之購買代價(包括現金調整)(定義見本公司日期為二零一五年十二月二十一日之公佈)約為148,200,000港元，以現金並分五期支付。

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 19. BUSINESS COMBINATION (CONTINUED)

The fair values of the identifiable assets and liabilities of Platinum as at the date of acquisition were as follows:

#### 19. 業務合併(續)

鉑金於收購日之可識別資產及負債之公平值如下：

		Fair value recognised on acquisition 收購之 公平值確認 HK\$'000 千港元
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	479
Cash and bank balances	現金及銀行結餘	46,032
Trade receivables	應收貿易賬款	7,144
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,797
Deferred tax assets	遞延稅項資產	3,018
Other payables and accruals	其他應付款項及應計款項	(13,781)
Deferred revenue	遞延收入	(20,568)
Due to contract customers	應付合約客戶款項	(383)
Tax payable	應繳稅項	(1,451)
Deferred tax liabilities (note 18)	遞延稅項負債(附註18)	(3,658)
<b>Total identifiable net assets at fair value</b>	<b>可識別資產淨值總額之公平值</b>	<b>18,629</b>
Goodwill on acquisition (note 12)	收購之商譽(附註12)	91,108
Other intangible assets arising from the acquisition (note 13)	收購所得之其他無形資產(附註13)	51,284
Deferred tax liabilities arising from the acquisition (note 18)	收購所得之遞延稅項負債(附註18)	(12,821)
<b>Total cost of the business combination</b>	<b>業務合併之總成本</b>	<b>148,200</b>
Satisfied by:	由以下支付：	
Cash	現金	117,044
Acquisition consideration payable (note 17)	應付收購代價(附註17)	31,156
<b>Total cost of the business combination</b>	<b>業務合併之總成本</b>	<b>148,200</b>

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to HK\$7,144,000 and HK\$1,797,000, respectively. The gross contractual amounts of trade receivables and other receivables were HK\$11,815,000 and HK\$1,797,000 respectively, of which trade receivables of HK\$4,671,000 were expected to be uncollectible.

於收購日期之應收貿易賬款及其他應收款項公平值分別為7,144,000港元及1,797,000港元。應收貿易賬款及其他應收款項之總合約金額分別為11,815,000港元及1,797,000港元，其中應收貿易賬款4,671,000港元預期不可收回。

Included in the goodwill of HK\$91,108,000 recognised above was the value of expected synergies arising from combining operations of the Group and Platinum. None of the goodwill recognised was expected to be deductible for income tax purposes.

上述已確認之商譽91,108,000港元包括因結合本集團與鉑金之業務而產生預期協同效益價值。已確認之商譽預期將不可用作抵扣所得稅稅項。

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 19. BUSINESS COMBINATION (CONTINUED)

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		HK\$'000 千港元
Cash consideration paid	已付現金代價	(117,044)
Cash and bank balances acquired	已收購現金及銀行結餘	46,032
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之 現金及等同現金資產流出淨額	(71,012)

Since the acquisition, Platinum contributed HK\$23,602,000 to the Group's turnover and HK\$3,878,000 to the consolidated profit for the period ended 30 June 2016.

Had the combination taken place at the beginning of the period, the revenue of the Group and the profit of the Group for the period would have been HK\$120,783,000 and HK\$20,526,000, respectively.

In prior year, the Group acquired the entire equity interest in Sanyo Extended System Services Limited ("Sanyo Extended"). Sanyo Extended and its subsidiary (collectively "Sanyo Extended Group") are engaged in the provision of a range of software, solutions and related services to the retailers for the point-of-sale (POS) and related management. The Group had acquired Sanyo Extended Group to further expand its application services business and to extend the existing product offering. The purchase consideration of approximately HK\$22,944,000 for the acquisition was payable in three tranches in the form of cash.

#### 19. 業務合併(續)

有關收購附屬公司之現金流量分析如下：

自收購日起，鉑金於截至二零一六年六月三十日止期間向本集團之營業額及綜合溢利分別貢獻23,602,000港元及3,878,000港元。

倘合併已於期初完成，本期間本集團之收入及本集團溢利應分別為120,783,000港元及20,526,000港元。

於去年，本集團收購三洋拓展系統有限公司(「三洋拓展」)全部股本權益。三洋拓展及其附屬公司(統稱「三洋拓展集團」)乃從事向零售商提供一系列銷售時點情報系統軟件、解決方案及相關服務以及相關管理等業務。收購三洋拓展集團為本集團進一步擴大其應用服務業務及拓展現有產品供應類別。收購之購買代價為22,944,000港元，以現金並分三期支付。



## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 19. BUSINESS COMBINATION (CONTINUED)

The fair values of the identifiable assets and liabilities of Sanyo Extended Group as at the date of acquisition were as follows:

#### 19. 業務合併(續)

三洋拓展集團於收購日之可識別資產及負債之公平值如下：

		<b>Fair value recognised on acquisition</b> 收購之 公平值確認 HK\$'000 千港元
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	43
Cash and bank balances	現金及銀行結餘	4,514
Trade receivables	應收貿易賬款	2,319
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	395
Other payables and accruals	其他應付款項及應計款項	(1,763)
Deferred revenue	遞延收入	(3,726)
Tax payable	應繳稅項	(184)
<b>Total identifiable net liabilities at fair value</b>	<b>可識別資產淨值總額之公平值</b>	<b>1,598</b>
Goodwill on acquisition (note 12)	收購之商譽(附註12)	15,364
Other intangible assets arising from the acquisition (note 13)	收購所得之其他無形資產(附註13)	7,164
Deferred tax liabilities arising from the acquisition (note 18)	收購所得之遞延稅項負債(附註18)	(1,182)
<b>Total cost of the business combination</b>	<b>業務合併之總成本</b>	<b>22,944</b>
Satisfied by:	由以下支付：	
Cash	現金	19,502
Acquisition consideration payable (note 17)	應付收購代價(附註17)	3,442
<b>Total cost of the business combination</b>	<b>業務合併之總成本</b>	<b>22,944</b>

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to HK\$2,319,000 and HK\$395,000, respectively. The gross contractual amounts of trade receivables and other receivables were HK\$2,369,000 and HK\$395,000 respectively, of which trade receivables of HK\$50,000 were expected to be uncollectible.

於收購日期之應收貿易賬款及其他應收款項公平值分別為2,319,000港元及395,000港元。應收貿易賬款及其他應收款項之總合約金額分別為2,369,000港元及395,000港元，其中應收貿易賬款50,000港元預期不可收回。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 19. BUSINESS COMBINATION (CONTINUED)

The Group incurred transaction costs of HK\$203,000 for this acquisition. These transaction costs had been expensed and were included in the consolidated statement of profit or loss.

Included in the goodwill of HK\$15,364,000 recognised above was the value of expected synergies arising from combining operations of the Group and Sanyo Extended Group. None of the goodwill recognised was expected to be deductible for income tax purposes.

An analysis of the cash flows in respect of the acquisition of subsidiaries in the prior year was as follows:

		HK\$'000 千港元
Cash consideration paid	已付現金代價	(19,502)
Cash and bank balances acquired	已收購現金及銀行結餘	4,514
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及等同現金資產流出淨額	<u>(14,988)</u>

Since the acquisition, Sanyo Extended Group contributed HK\$12,115,000 to the Group's revenue and HK\$3,120,000 to the consolidated profit for the year ended 31 December 2015.

Had the combination taken place at the beginning of the prior year, the revenue of the Group and the profit of the Group for the prior year would have been HK\$220,461,000 and HK\$44,677,000, respectively.

### 19. 業務合併(續)

本集團就此項收購產生交易成本203,000港元。該等交易成本已支銷並於綜合損益表列賬。

上述已確認之商譽15,364,000港元包括因結合本集團與三洋拓展集團之業務而產生預期協同效益價值。已確認之商譽預期將不可用作抵扣所得稅稅項。

有關去年收購附屬公司之現金流量分析如下：

	HK\$'000 千港元
Cash consideration paid	(19,502)
Cash and bank balances acquired	4,514
Net outflow of cash and cash equivalents included in cash flows from investing activities	<u>(14,988)</u>

自收購日起，三洋拓展集團截至二零一五年十二月三十一日止年度向本集團之營業額及綜合溢利分別貢獻12,115,000港元及3,120,000港元。

倘合併已於去年初完成，去年年度本集團之收入及本集團溢利應分別為220,461,000港元及44,677,000港元。

## Notes to Financial Statements (continued) 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

### 20. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (note 11) under operating lease arrangements, with leases negotiated for terms ranging from one to two years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 30 June 2016, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		<b>30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
Within one year	一年內	<b>1,118</b>	1,871
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	<b>259</b>	348
		<b>1,377</b>	2,219

### 20. 經營租賃安排

#### (a) 作為出租人

本集團根據經營租賃安排租賃其投資物業(附註11)，議定之租期介乎一至兩年不等。租賃條款一般要求租戶支付保證按金，並須根據當時現行市況定期調整租金。

於二零一六年六月三十日，本集團根據與其租戶簽訂於下列期限屆滿之不可撤銷經營租賃而於日後應收之最低租金總值如下：

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

#### 20. OPERATING LEASE ARRANGEMENTS (CONTINUED)

##### (b) As lessee

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to four years.

At 30 June 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)

#### 20. 經營租賃安排(續)

##### (b) 作為承租人

本集團根據經營租賃安排租賃其若干辦公室物業。該等物業所議定之租賃期介乎一至四年。

於二零一六年六月三十日，本集團根據於下列期限屆滿之不可撤銷經營租賃而於日後應付之最低租金總值如下：

	30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	7,164	4,633
	5,115	7,058
	<b>12,279</b>	<b>11,691</b>

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

## 21. RELATED PARTY TRANSACTIONS

In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the period:

Compensation of key management personnel of the Group:

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	6,377	6,477
Equity-settled share-based payment expense	股權結算以股份支付開支	160	252
Post-employment benefits	離職後福利	53	60
Total compensation paid to key management personnel	支付主要管理人員之酬金總值	6,590	6,789

## 22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial assets and liabilities reasonably approximated to their fair values.

Management has assessed that the fair values of cash and cash equivalents, pledged bank deposits, trade and bills receivables, deposits and other receivables, trade payables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity and debt investments are based on quoted market prices.

The fair value of the available-for-sale investments are based on available market prices.

## 21. 關連人士交易

除此等財務報表其他章節詳述之交易、安排及結餘外，本集團於期內曾進行下列關連人士交易：

本集團主要管理人員之酬金如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	6,377	6,477
Equity-settled share-based payment expense	股權結算以股份支付開支	160	252
Post-employment benefits	離職後福利	53	60
Total compensation paid to key management personnel	支付主要管理人員之酬金總值	6,590	6,789

## 22. 財務工具公平值及公平值等級架構

於報告期間結算日，本集團財務資產及負債之賬面值與其公平值合理地相若。

管理層已評估現金及等同現金資產、已抵押銀行存款、應收貿易賬款及應收票據、按金及其他應收款項、應付貿易賬款、計入其他應付款項及應計款項之財務負債之公平值與其賬面值相若，主要由於該等工具之到期日較短。

財務資產及負債之公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下之可交易金額入賬。下列方法及假設乃用以估計公平值：

上市股權及債務投資之公平值按市場報價得出。

可供出售投資之公平值乃按市場價格得出。



## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

## 22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value:

As at 30 June 2016

## 22. 財務工具公平值及公平值等級架構(續)

### 公平值等級架構

下表顯示本集團財務工具公平值計量之等級架構：

#### 按公平值計量之資產：

於二零一六年六月三十日

		Fair value measurement using 公平值計量採用以下各項			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場報價 (第1層)	重大可觀察 輸入數據 (第2層)	重大不可觀察 輸入數據 (第3層)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale investments:	可供出售投資：				
Club membership debenture	會所會籍債券	-	1,880	-	1,880
Financial assets at fair value through profit or loss:	按公平值經損益入賬 之財務資產：				
Listed equity investments	上市股本投資	9,774	-	-	9,774
Debt investments	債務投資	2,580	-	-	2,580
		<b>12,354</b>	<b>1,880</b>	<b>-</b>	<b>14,234</b>

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2015

	Quoted prices in active markets (Level 1) 活躍市場報價 (第1層) HK\$'000 千港元	Fair value measurement using 公平值計量採用以下各項		Total 總計 HK\$'000 千港元	
		Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3層) HK\$'000 千港元		
Available-for-sale investment: Club membership debenture	可供出售投資： 會所會籍債券	-	1,880	-	1,880
Financial assets at fair value through profit or loss:	按公平值經損益入賬 之財務資產：				
Listed equity investments	上市股本投資	9,279	-	-	9,279
Debt investments	債務投資	2,507	-	-	2,507
		11,786	1,880	-	13,666

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 30 June 2016 and 31 December 2015.

During the period ended 30 June 2016, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (Year ended 31 December 2015: Nil).

22. 財務工具公平值及公平值等級架構(續)

公平值等級架構(續)

按公平值計量之資產：(續)

於二零一五年十二月三十一日

按公平值計量之負債：

本集團於二零一六年六月三十日及二零一五年十二月三十一日並無任何按公平值計量之財務負債。

截至二零一六年六月三十日止期間，第1層與第2層之間概無財務資產及財務負債公平值計量轉移，亦無公平值計量轉入或轉出第3層(截至二零一五年十二月三十一日止年度：無)。

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include pledged bank deposits and cash and cash equivalents. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables, deposits and other receivables, trade and other payables, financial liabilities included in accruals, financial assets at fair value through profit or loss, and available-for-sale investments, which mainly arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, equity price risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash at banks and time deposits with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate bank balances and time deposits).

### 23. 財務風險管理目標及政策

本集團之主要財務工具包括已抵押銀行存款以及現金及等同現金資產。此等財務工具之主要用途乃為本集團之業務融資。本集團有其他各種財務資產及負債，如應收貿易賬款及應收票據、按金及其他應收款項、應付貿易賬款及其他應付款項、計入應計款項之財務負債、按公平值經損益入賬之財務資產及可供出售投資，此等財務資產及負債主要自業務營運直接產生。

本集團財務工具產生之主要風險為利率風險、外幣風險、信貸風險、股本價格風險及流動資金風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

#### 利率風險

本集團因應市場利率變動而承受之風險主要與本集團存放於銀行按照浮動利率計息之現金及定期存款有關。

下表載列在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過浮動利率銀行結餘及定期存款所受影響)對利率合理可能出現變動之敏感程度。

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

## 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## 23. 財務風險管理目標及政策(續)

### Interest rate risk (continued)

### 利率風險(續)

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
<b>As at 30 June 2016</b>	<b>於二零一六年六月三十日</b>		
Hong Kong dollar	港元	(25)	(223)
United States dollar	美元	(25)	(124)
Renminbi ("RMB")	人民幣(「人民幣」)	(25)	(335)
Hong Kong dollar	港元	25	223
United States dollar	美元	25	124
RMB	人民幣	25	335
<b>As at 30 June 2015</b>	<b>於二零一五年六月三十日</b>		
Hong Kong dollar	港元	(25)	(178)
United States dollar	美元	(25)	(70)
RMB	人民幣	(25)	(589)
Hong Kong dollar	港元	25	178
United States dollar	美元	25	70
RMB	人民幣	25	589

There is no impact on the Group's equity except on the retained profits.

除保留溢利外，對本集團股本概無任何影響。

## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

## 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from revenue generated and/or costs and expenses incurred by operating units in currencies other than the units' functional currencies.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

		Increase/ (decrease) in exchange rate 匯率上升/ (下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
<b>As at 30 June 2016</b>	<b>於二零一六年六月三十日</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	<b>5</b>	<b>2,243</b>
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	<b>(5)</b>	<b>(2,243)</b>
<b>As at 30 June 2015</b>	<b>於二零一五年六月三十日</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	4,539
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(4,539)

There is no impact on the Group's equity except on the retained profits.

### Credit risk

The Group primarily trades on credit terms with recognised and creditworthy third parties. It is the Group's policy that most customers who wish to trade on credit terms are to a certain extent subject to certain credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

## 23. 財務風險管理目標及政策(續)

### 外幣風險

本集團面對交易貨幣風險。此風險主要源自於營運單位使用該單位功能貨幣以外貨幣賺取之收入及/或產生之成本及開支。

下表載列在所有其他變數維持不變之情況下，本集團於報告期間結算日之除稅前溢利(因貨幣資產及負債公平值有變)對人民幣匯率可能合理變動之敏感程度。

除保留溢利外，對本集團股本概無任何影響。

### 信貸風險

本集團主要與認可及信譽良好之第三方按信貸條款進行交易。按照本集團之政策，大部分擬按信貸條款進行交易之客戶，在某程度上必須經過若干信貸審核程序後，方可落實。此外，應收結餘之狀況受持續監察。

## 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### Credit risk (continued)

The credit risk of the Group's other financial assets, which comprise pledged bank deposits, cash and cash equivalents, debt investments and deposits and other receivables, mainly arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group primarily trades on credit terms with recognised and creditworthy third parties, there is no requirement for collateral.

Concentration of credit risk are managed by customers/counterparty, by geographical region and by industry sector. At the end of the reporting period, the Group had certain concentration of credit risk as 46.8% (31 December 2015: 24.5%) of the total trade and bills receivables of the Group were due from certain departments/units of the Government of the HKSAR, the Group's largest customer.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 15 to the financial statements.

### Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss – listed equity investments in Hong Kong (note 16) as at 30 June 2016 and 31 December 2015. The Group's listed equity investments are listed on the Stock Exchange of Hong Kong and are valued at quoted market prices at the end of the reporting period.

## 23. 財務風險管理目標及政策(續)

### 信貸風險(續)

本集團其他財務資產，包括已抵押銀行存款、現金及等同現金資產、債務投資以及按金及其他應收款項之信貸風險主要來自交易對手違約，而最高風險相等於此等工具之賬面值。

由於本集團主要與認可及信譽良好之第三方按信貸條款進行交易，故毋需抵押品。

信貸集中風險由客戶／對手方按地區及按行業分部劃分管理。於報告期間結算日，由於本集團應收貿易賬款及應收票據總額中有46.8%（二零一五年十二月三十一日：24.5%）為應收香港特別行政區政府（本集團最大客戶）若干部門／單位之款項，故本集團承受一定信貸集中風險。

有關本集團因應收貿易賬款及應收票據所承受之信貸風險之進一步定量分析數據，於財務報表附註15披露。

### 股本價格風險

股本價格風險是指由於股票指數和個別證券價值之變化導致股本證券之公平值降低之風險。本集團之股本價格風險源於在二零一六年六月三十日及二零一五年十二月三十一日持有分類為按公平值經損益入賬之財務資產—香港上市股本投資(附註16)之個別股本投資。本集團之上市股本投資於香港聯交所上市，於報告期間結算日按市場報價評估。



## Notes to Financial Statements (continued)

### 財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

## 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### Equity price risk (continued)

The following table demonstrates the sensitivity to every 10% change in the fair values of the Group's listed equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

		Carrying amount of equity investments 股本投資之 賬面值 HK\$'000 千港元	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
<b>As at 30 June 2016</b>	<b>於二零一六年六月三十日</b>		
Equity investments listed in Hong Kong: – Held-for-trading	在香港上市之股本投資： – 持作買賣	9,774	977
<b>As at 31 December 2015</b>	<b>於二零一五年十二月三十一日</b>		
Equity investments listed in Hong Kong: – Held-for-trading	在香港上市之股本投資： – 持作買賣	9,279	928

There is no impact on the Group's equity except on the retained profits.

### Liquidity risk

The Group's objective is to ensure there are adequate funds to meet its contractual payments for financial liabilities in the short and long term. In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances, and time deposits deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Cash flows of the Group are closely monitored by senior management on an ongoing basis.

## 23. 財務風險管理目標及政策(續)

### 股本價格風險(續)

下表載列在所有其他變數維持不變之情況下及未計任何稅務影響前，以其賬面值為基準，本集團上市股本投資於報告期間結算日之公平值每變動10%時，相關項目之敏感程度。

除保留溢利外，對本集團股本概無任何影響。

### 流動資金風險

本集團之目標為確保維持足夠資金以應付其短期及長期之財務負債合約付款。管理流動資金風險時，本集團監察及維持管理層視為足夠提供本集團營運所需現金及銀行結餘及定期存款，並減低因現金流量波動造成之影響。高級管理層持續密切監察本集團之現金流量。

Notes to Financial Statements (continued)  
財務報表附註(續)

Six months ended 30 June 2016 截至二零一六年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

As at 30 June 2016

		On demand	Less than 3 months	3 to less than 12 months	Total
		按要求償還	少於三個月	三至十二個月內	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付貿易賬款	21,843	409	611	22,863
Other payables, including consideration payable on acquisition of subsidiaries	其他應付款項，包括收購附屬公司之應付代價	-	40,748	13,728	54,476
Financial liabilities included in accruals	計入應計款項之財務負債	-	4,305	-	4,305
Guarantees given to banks for performance bonds/ guarantees issued in relation to certain contracts undertaken by the Group	就本集團承接之若干合約發出履約保證／擔保而向銀行提供之擔保	16,915	-	-	16,915
		<b>38,758</b>	<b>45,462</b>	<b>14,339</b>	<b>98,559</b>

As at 31 December 2015

		On demand	Less than 3 months	3 to less than 12 months	Total
		按要求償還	少於三個月	三至十二個月內	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付貿易賬款	16,081	194	611	16,886
Other payables, including consideration payable on acquisition of subsidiaries	其他應付款項，包括收購附屬公司之應付代價	-	28,748	-	28,748
Financial liabilities included in accruals	計入應計款項之財務負債	-	4,386	-	4,386
Guarantees given to banks for performance bonds/ guarantees issued in relation to certain contracts undertaken by the Group	就本集團承接之若干合約發出履約保證／擔保而向銀行提供之擔保	16,915	-	-	16,915
		<b>32,996</b>	<b>33,328</b>	<b>611</b>	<b>66,935</b>

23. 財務風險管理目標及政策(續)

流動資金風險(續)

於報告期間結算日，本集團根據合約未折現付款所計算之財務負債到期情況如下：

於二零一六年六月三十日

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group regularly reviews and manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the period ended 30 June 2016 and year ended 31 December 2015.

Capital of the Group comprises all components of shareholders' equity.

### 24. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the board of directors on 17 August 2016.

### 23. 財務風險管理目標及政策(續)

#### 資本管理

本集團資本管理之主要目的是為保障本集團持續經營之能力並維持穩健資本比率，以支持其業務及為股東帶來最大價值。

本集團根據經濟狀況之轉變及相關資產之風險特性，定期審閱及管理資本結構及作出調整。本集團可以通過調整對股東派發之股息、向股東發還資本或發行新股以保持或調整資本結構。本集團並無任何外部施加之資本規定須要遵守。截至二零一六年六月三十日止期間及截至二零一五年十二月三十一日止年度內，本集團之資本管理目標、政策或程序並無轉變。

本集團之資本由所有股東權益部分組成。

### 24. 批准中期財務報表

董事會於二零一六年八月十七日批准及授權刊發中期財務報表。

## Other Information 其他資料

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2016, the interests of the directors in the share capital and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

#### Long positions in ordinary shares of the Company:

### 董事於股份及相關股份之權益及淡倉

於二零一六年六月三十日，各董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股本及相關股份中擁有本公司須根據證券及期貨條例第352條規定存置之登記冊中所記錄或根據上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之權益如下：

本公司普通股之好倉：

Name of director	董事姓名	Notes 附註	Number of shares held, capacity and nature of interest 所持股份數目、身分及權益性質			Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比
			Directly beneficially owned 直接 實益擁有	Through controlled corporation 透過 受控制公司	Total 總數	
Ng Cheung Shing	吳長勝	(a)	2,182,000	110,000,000	112,182,000	45.94
Cheung Wai Lam	張偉霖		500,000	–	500,000	0.20
Leung King San, Sunny	梁景新		1,010,000	–	1,010,000	0.41
Ng Kwok Keung	吳國強		270,000	–	270,000	0.11
			3,962,000	110,000,000	113,962,000	46.66

Other Information (continued)  
其他資料(續)

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)**

董事於股份及相關股份之權益及淡倉  
(續)

**Long positions in shares of an associated corporation:**

於一間相聯法團股份之好倉：

Name of director	Name of associated corporation	Relationship with the Company	Class of shares	Number of shares 股份數目		Percentage of the associated corporation's issued share capital 佔相聯法團已發行股本百分比
				Directly beneficially owned 直接實益擁有	Through controlled corporation 透過受控制公司	
董事姓名	相聯法團名稱	與本公司之關係	股份類別			
Ng Cheung Shing 吳長勝	Computer And Technologies International Limited 科聯系統有限公司	Company's subsidiary 本公司之附屬公司	Non-voting deferred 無投票權遞延	1,750,000	3,250,000 (note 附註(b))	N/A 不適用

Notes:

附註：

(a) 110,000,000 shares were held by Chao Lien Technologies Limited ("Chao Lien"), a wholly-owned subsidiary of C.S. (BVI) Limited. Mr. Ng Cheung Shing was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of C.S. (BVI) Limited, which in turn was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Chao Lien. Accordingly, Mr. Ng Cheung Shing was deemed, under the SFO, to be interested in all shares held by Chao Lien.

(a) C.S. (BVI) Limited之全資附屬公司僑聯科技有限公司(「僑聯」)持有110,000,000股股份。吳長勝先生有權於C.S. (BVI) Limited之股東大會上行使或控制行使三分之一或以上之投票權，而C.S. (BVI) Limited則有權於僑聯股東大會上行使或控制行使三分之一或以上投票權。因此，根據證券及期貨條例，吳長勝先生被視為於僑聯所持有之所有股份中擁有權益。

(b) The 3,250,000 non-voting deferred shares were held by Chao Lien.

(b) 該3,250,000股無投票權遞延股份乃由僑聯持有。

Save as disclosed above, as at 30 June 2016, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

除上文披露者外，於二零一六年六月三十日，概無董事於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之權益或淡倉。

## Other Information (continued) 其他資料(續)

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections "Share option scheme" and "Restricted share award scheme" below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the primary purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

No share option of the Company was granted, exercised, cancelled or lapsed during the period.

### RESTRICTED SHARE AWARD SCHEME

The Company adopted a restricted share award scheme (the "Award Scheme") on 22 May 2008 (the "Adoption Date"). Pursuant to the Award Scheme, shares of the Company (the "Awarded Shares") are granted to eligible employees (including directors) of the Group until the 10th anniversary from the Adoption Date. The Company shall also pay cash to the appointed trustee company for its acquisition and holding upon trust of the Awarded Shares for the benefit of these employees and directors. The Awarded Shares will then be transferred to these employees and directors upon vesting. The aggregate number of shares to be awarded under the Award Scheme throughout its duration shall not exceed 10% of the issued share capital of the Company from time to time.

Details of the Award Scheme and the shares awarded thereunder are set out in the Annual Report 2015.

### 董事購買股份或債券之權利

除下文「購股權計劃」及「有限制股份獎勵計劃」兩節披露者外，於本期間內任何時間，概無授予任何董事或彼等各自之配偶或未成年子女可藉購入本公司股份或債券而獲益之權利，或概無任何該等權利已獲彼等行使；本公司或其任何附屬公司概無訂立任何安排，可使董事藉購入任何其他法人團體之權利而受惠。

### 購股權計劃

本公司推行之購股權計劃(「該計劃」)主要為對本集團業務成功作出貢獻之合資格參與者提供獎勵及回報而設。

概無本公司購股權於期內授出、行使、註銷或失效。

### 有限制股份獎勵計劃

本公司於二零零八年五月二十二日(「採納日期」)採納有限制股份獎勵計劃(「獎勵計劃」)。根據獎勵計劃，本公司股份(「獎勵股份」)自採納日期起計十週年止授予本集團合資格僱員(包括董事)。本公司亦將就指定受託人公司購入及為該等僱員及董事之利益以信託形式持有獎勵股份向其支付現金。獎勵股份其後將於歸屬時轉移至該等有關僱員及董事。獎勵計劃期間內將予授出之股份總數，不得多於本公司不時已發行股本10%。

有關獎勵計劃及據此授出之股份詳情載於二零一五年年報。



Other Information (continued)  
其他資料(續)

RESTRICTED SHARE AWARD SCHEME (CONTINUED)

有限制股份獎勵計劃(續)

The following table illustrates the number and movements of the Awarded Shares under the Award Scheme during the period ended 30 June 2016.

下表載列截至二零一六年六月三十日止期間於獎勵計劃項下獎勵股份之數目及其變動。

Name of category of participant	Number of Unvested Awarded Shares 未歸屬獎勵股份數目					Award date	Vesting period of Awarded Shares	Weighted average fair value per share 每股加權平均公平值 HK\$ 港元
	At 1 January 2016	Transfer in/(out) during the period 期內轉入/(轉出)	Vested during the period 期內已歸屬	Forfeited during the period 期內已沒收	At 30 June 2016			
<b>Directors</b> 董事								
Cheung Wai Lam 張偉霖	300,000	-	-	-	300,000	14 January 2014 二零一四年一月十四日	31 December 2014 to 31 December 2018 二零一四年十二月三十一日至 二零一八年十二月三十一日	1.88
Ng Kwok Keung 吳國強	-	150,000	(50,000)	-	100,000	28 March 2013 二零一三年三月二十八日	30 April 2014 to 30 April 2018 二零一四年四月三十日至 二零一八年四月三十日	1.45
Ng Kwok Keung 吳國強	-	120,000	(24,000)	-	96,000	4 May 2015 二零一五年五月四日	30 April 2016 to 30 April 2020 二零一六年四月三十日至 二零二零年四月三十日	2.62
	300,000	270,000	(74,000)	-	496,000			
<b>Other employees</b> 其他僱員								
In aggregate 總計	36,000	-	-	-	36,000	15 November 2011 二零一一年十一月十五日	30 September 2012 to 30 September 2016 二零一二年九月三十日至 二零一六年九月三十日	1.20
In aggregate 總計	390,000	(150,000)	(80,000)	-	160,000	28 March 2013 二零一三年三月二十八日	30 April 2014 to 30 April 2018 二零一四年四月三十日至 二零一八年四月三十日	1.45
In aggregate 總計	60,000	-	-	-	60,000	12 August 2013 二零一三年八月十二日	30 September 2014 to 30 September 2018 二零一四年九月三十日至 二零一八年九月三十日	1.58
In aggregate 總計	440,000	(120,000)	(64,000)	-	256,000	4 May 2015 二零一五年五月四日	30 April 2016 to 30 April 2020 二零一六年四月三十日至 二零二零年四月三十日	2.62
	1,226,000	-	(218,000)	-	1,008,000			

Other Information (continued)  
其他資料(續)

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES**

主要股東及其他人士於股份及相關股份之權益

As at 30 June 2016, the following interests of more than 5% of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

於二零一六年六月三十日，以下為本公司須記錄於其根據證券及期貨條例第336條規定存置之權益登記冊內佔本公司已發行股本及購股權5%以上之權益：

**Long positions:**

好倉：

Name of shareholder of the Company	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Number of share options held 所持購股權數目
本公司股東姓名／名稱	附註	身分及權益性質	所持普通股數目		
Chao Lien Technologies Limited 僑聯科技有限公司	(a)	Directly beneficially owned 直接實益擁有	110,000,000	45.05	-
C.S. (BVI) Limited	(a)	Through a controlled corporation 透過受控制公司	110,000,000	45.05	-
Puttney Investments Limited ("PIL")	(b)	Directly beneficially owned 直接實益擁有	29,148,938	11.94	-
Hutchison International Limited ("HIL")	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
Hutchison Whampoa Limited ("HWL") 和記黃埔有限公司(「和黃」)	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
Cheung Kong (Holdings) Limited ("CKH") 長江實業(集團)有限公司(「長實」)	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
CK Hutchison Holdings Limited ("CKHH") 長江和記實業有限公司(「長和」)	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
Hui Yau Man 許幼文		Directly beneficially owned 直接實益擁有	26,782,000	10.97	-
Webb David Michael		Directly beneficially owned 直接實益擁有	3,540,000	1.45	-
	(c)	Through a controlled corporation 透過受控制公司	8,740,000	3.58	-

## Other Information (continued) 其他資料(續)

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONTINUED)

#### Long positions: (continued)

Notes:

- (a) The interest was also disclosed as an interest of Mr. Ng Cheung Shing in the section "Directors' interests and short positions in shares and underlying shares" of this report.
- (b) PIL is a wholly-owned subsidiary of HIL, which in turn is a wholly-owned subsidiary of HWL. CKH is a wholly-owned subsidiary of CKHH and subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL. By virtue of the SFO, CKHH, CKH, HWL and HIL were deemed to be interested in the 29,148,938 shares of the Company held by PIL.
- (c) The 8,740,000 shares were held by Preferable Situation Assets Limited ("PSAL"). PSAL was 100% directly owned by Mr. Webb David Michael and accordingly, Mr. Webb David Michael is deemed to be interested in the said shares held by PSAL.

Save as disclosed above, as at 30 June 2016, no person, other than the directors of the Company, whose interests are set out in the Section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the reporting period.

### 主要股東及其他人士於股份及相關股份之權益(續)

#### 好倉：(續)

附註：

- (a) 該權益亦於本報告「董事於股份及相關股份之權益及淡倉」一節內披露為吳長勝先生之權益。
- (b) PIL乃HIL之全資附屬公司，HIL則為和黃之全資附屬公司。長實為長和之全資附屬公司，長實之附屬公司有權行使或控制行使於和黃之股東大會上超過三分之一投票權。按照證券及期貨條例，長和、長實、和黃及HIL被視作於PIL所持29,148,938股本公司股份中擁有權益。
- (c) 8,740,000股股份由Preferable Situation Assets Limited(「PSAL」)持有。PSAL由Webb David Michael先生直接擁有全部權益，因此，Webb David Michael先生被視作於PSAL持有之上述股份中擁有權益。

除上文披露者外，於二零一六年六月三十日，除其權益載於上文「董事於股份及相關股份之權益及淡倉」一節之本公司董事外，概無任何人士於本公司股份或相關股份中登記根據證券及期貨條例第336條須予記錄之權益或淡倉。

### 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於報告期間概無購買、贖回或出售本公司任何上市證券。

## Other Information (continued) 其他資料(續)

### CODE ON CORPORATE GOVERNANCE PRACTICE

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of integrity, transparency and accountability. The board of directors of the Company (the “Board”) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

The Board opined that the Company has complied with the code provision set out in the Corporate Governance Code (the “CG code”) as stipulated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) during the reporting period except on the deviations noted below.

The CG code provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separate and should not be performed by the same individual. Mr. Cheung Wai Lam (“Mr. Cheung”) had been appointed as an executive director of the Company and the deputy CEO of the Group since 2013. Deputy CEO mainly focuses on certain business operations and administrative functions of the Group, assists the Board to formulate strategies for the Group and to make sure they are implemented successfully. With effect from 1 April 2016, Mr. Cheung has been appointed as the CEO of the Group to manage day-to-day business.

The Company considers that sufficient measures have been taken to ensure that its corporate governance practices are similar to those provided in the CG Code.

### 企業管治常規守則

本公司致力於切合實際之範圍內維持高水平企業管治，以強調廉正、高透明度及問責性為原則。本公司董事會(「董事會」)相信優良企業管治對本公司之成功及提升股東價值乃非常重要。

董事會認為，除下述偏離情況外，本公司於報告期間一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)之守則條文。

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)之角色應有區分，並不應由一人同時兼任。張偉霖先生(「張先生」)已於二零一三年起獲委任為本公司執行董事兼本集團副行政總裁。副行政總裁主要負責本集團若干業務營運及行政職能、協助董事會制定本集團之策略及確保該等策略成功執行。由二零一六年四月一日起，張先生獲委任為本集團行政總裁以管理日常業務。

因此，本公司認為已採取足夠措施，確保企業管治實務與企業管治守則訂明者相若。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2016.

## AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises three independent non-executive directors of the Company. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters related to the preparation of the unaudited interim financial information for the six months ended 30 June 2016.

## 證券交易標準守則

本公司已採納上市規則附錄10所載標準守則，作為董事買賣本公司證券之行為守則。經向本公司董事作出特定查詢後，各董事於截至二零一六年六月三十日止六個月期間一直遵守標準守則所載規定準則。

## 審核委員會

本公司已根據上市規則第3.21條成立審核委員會，旨在審閱及監督本集團之財務申報過程及內部控制。審核委員會由本公司三名獨立非執行董事組成。審核委員會已與管理層審閱本集團採納之會計原則及慣例，並討論編製截至二零一六年六月三十日止六個月之未經審核中期財務資料之相關內部監控及財務申報事宜。

computer  technologies

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**Computer And Technologies Holdings Limited**

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